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Esplanade Productions, Inc.

11 UNITED STATES DISTRICT COURT
12 CENTRAL DISTRICT OF CALIFORNIA

13 ESPLANADE PRODUCTIONS, INC., a
California corporation,

14 Plaintiff,

15 vs.

16 THE WALT DISNEY COMPANY, a
Delaware corporation; DISNEY
17 ENTERPRISES, INC., a Delaware
corporation; WALT DISNEY PICTURES,
18 a California corporation; ABC, INC., a
New York corporation; BUENA VISTA
19 HOME ENTERTAINMENT, Inc., a
California corporation; DISNEY
20 CONSUMER PRODUCTS, INC., a
California corporation; DISNEY
21 CONSUMER PRODUCTS AND
INTERACTIVE MEDIA, INC., a
22 California corporation; DISNEY BOOK
GROUP, LLC, a Delaware limited liability
23 company; BUENA VISTA BOOKS, INC.,
a California corporation; DISNEY
24 INTERACTIVE STUDIOS, INC., a
California corporation; DISNEY STORE
25 USA, LLC, a Delaware limited liability
company; DISNEY SHOPPING, INC., a
26 Delaware corporation; and DOES 1
through 10, inclusive,

27 Defendants.
28

CASE NO.: CV 17-02185-MWF (JCx)

**FIRST AMENDED COMPLAINT
FOR:**

- (1) **COPYRIGHT
INFRINGEMENT (17 U.S.C.
§ 101, ET SEQ.);**
- (2) **BREACH OF IMPLIED-IN-
FACT CONTRACT;**
- (3) **BREACH OF CONFIDENCE;**
and
- (4) **UNFAIR COMPETITION**

JURY TRIAL DEMANDED

1 Plaintiff Esplanade Productions, Inc. (“Esplanade”) alleges:

2
3 **INTRODUCTION**

4 1. Copyright law protects the expression of original works of authorship
5 from unauthorized copying. Although The Walt Disney Company rigorously
6 enforces its copyrights, it has developed a culture that not only accepts the
7 unauthorized copying of others’ original material, but encourages it. Byron
8 Howard, a director and credited writer of the Disney animated motion picture,
9 *Zootopia*, has told artists:

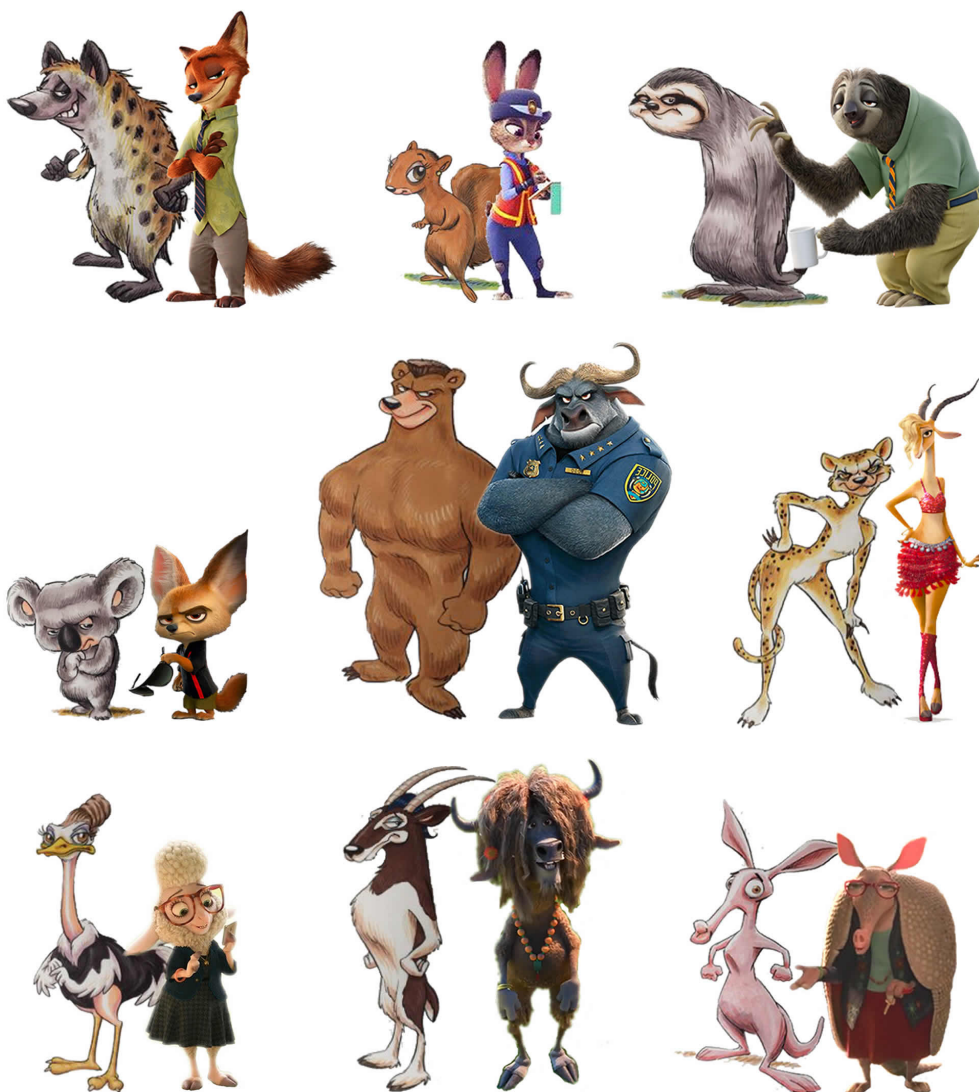
10 Don’t worry if you feel like you’re copying something,
11 because if it comes through you, it’s going to filter through
12 you and you’re going to bring your own unique perspective
13 to it.

14 2. Defendants’ unauthorized appropriation of others’ intellectual property
15 is a corporate practice that has generated tremendous profits, as numerous lawsuits
16 and settlements demonstrate. They did it with *The Lion King* when they copied
17 Osamu Tezuka’s *Kimba The White Lion*. They did it with *Toy Story* when they
18 copied Jim Henson’s *The Christmas Toy*. They did it with *Monsters, Inc.* when they
19 copied Stanley Mouse’s *Wise G’Eye*. They did it with *Up* when they copied
20 Yannick Banchereau’s *Above Then Beyond*. They did it with the *Frozen* trailer
21 when they copied Kelly Wilson’s *The Snowman*. And, they did it with *Inside Out*
22 when they copied Frédéric Mayer’s and Cédric Jeanne’s *Cortex Academy*, among
23 other sources.

24 3. They did it with *Zootopia*, too, when they copied Gary L. Goldman’s
25 *Zootopia*. Twice -- in 2000 and 2009 -- Goldman, on behalf of Esplanade, pitched
26 Defendants his *Zootopia* franchise, which included a live-action component called
27 *Looney* and an animated component called *Zootopia*. He provided a treatment,

1 a synopsis, character descriptions, character illustrations, and other materials. He
 2 even provided a title for the franchise: "Zootopia." Instead of lawfully acquiring
 3 Goldman's work, Defendants said they were not interested in producing it and sent
 4 him on his way. Thereafter, consistent with their culture of unauthorized copying,
 5 Defendants copied Goldman's work. They copied Goldman's characters, dialogue,
 6 themes, settings, plot, sequences of events, and even his title, "Zootopia." They also
 7 copied Goldman's character designs and artwork, as shown in the side-by-side
 8 comparison below:

9 Comparison of the Characters in the Goldman Zootopia (L) and Disney Zootopia (R)



4. By this action, Esplanade seeks to hold Defendants responsible for their unauthorized copying of Goldman's work.

JURISDICTION AND VENUE

5. The Court has subject matter jurisdiction over this action pursuant to 28 U.S.C. §§ 1331, 1338(a), and 1367(a) because the Court has original jurisdiction over Esplanade’s claim for copyright infringement arising under 17 U.S.C. § 101, *et seq.*, and supplemental jurisdiction over Esplanade’s claims arising under California law.

6. The Court has personal jurisdiction over Defendants because they reside and/or conduct business in the State of California.

7. Venue is proper in this district pursuant to 28 U.S.C. § 1391(b) because Defendants reside in this district and a substantial part of the events and omissions giving rise to Esplanade's claims occurred in this district. Venue also is proper in this district pursuant to 28 U.S.C. §§ 1391(c) and 1400(a) because Defendants are subject to personal jurisdiction in this district and reside in this district.

PARTIES

8. Esplanade is, and at all times mentioned herein was, a corporation duly organized and existing under the laws of the State of California, with its principal place of business in Los Angeles, California.

9. Esplanade is informed and believes, and on that basis alleges, that Defendant The Walt Disney Company is, and at all times mentioned herein was, a corporation duly organized and existing under the laws of the State of Delaware and qualified to do business in the State of California, with its principal place of business in Burbank, California.

10. Esplanade is informed and believes, and on that basis alleges, that Defendant Disney Enterprises, Inc. is, and at all times mentioned herein was, a corporation duly organized and existing under the laws of the State of Delaware and

1 qualified to do business in the State of California, with its principal place of
2 business in Burbank, California. Esplanade is further informed and believes, and on
3 that basis alleges, that Disney Enterprises, Inc. is a subsidiary of The Walt Disney
4 Company. Esplanade is further informed and believes, and on that basis alleges,
5 that Disney Enterprises, Inc.'s primary business activity is the licensing of
6 intellectual property rights related to motion pictures and television programs
7 produced by its affiliates and/or subsidiaries.

8 11. Esplanade is informed and believes, and on that basis alleges, that
9 Defendant Walt Disney Pictures is, and at all times mentioned herein was, a
10 corporation duly organized and existing under the laws of the State of California,
11 with its principal place of business in Burbank, California. Esplanade is further
12 informed and believes, and on that basis alleges, that Walt Disney Pictures is a
13 subsidiary of Disney Enterprises, Inc. Esplanade is further informed and believes,
14 and on that basis alleges, that Walt Disney Pictures' primary business activity is the
15 development and production of motion pictures.

16 12. Esplanade is informed and believes, and on that basis alleges, that
17 Defendant ABC, Inc. is, and at all times mentioned herein was, a corporation duly
18 organized and existing under the laws of the State of New York, with its principal
19 place of business in Burbank, California. Esplanade is further informed and
20 believes, and on that basis alleges, that ABC, Inc. is a direct or indirect subsidiary of
21 The Walt Disney Company. Esplanade is further informed and believes, and on that
22 basis alleges, that ABC, Inc. operates a division known as Walt Disney Studios
23 Motion Pictures, which distributes motion pictures produced by affiliated entities.

24 13. Esplanade is informed and believes, and on that basis alleges, that
25 Defendant Buena Vista Home Entertainment, Inc. is, and at all times mentioned
26 herein was, a corporation duly organized and existing under the laws of the State of
27 California, with its principal place of business in Burbank, California. Esplanade is
28 further informed and believes, and on that basis alleges, that Buena Vista Home

1 Entertainment, Inc. is a subsidiary of Disney Enterprises, Inc. Esplanade is further
2 informed and believes, and on that basis alleges, that Buena Vista Home
3 Entertainment, Inc.'s primary business activity consists of distributing Blu-ray Discs
4 and DVDs of motion pictures produced by affiliated entities.

5 14. Esplanade is informed and believes, and on that basis alleges, that
6 Defendant Disney Consumer Products, Inc. is, and at all times mentioned herein
7 was, a corporation duly organized and existing under the laws of the State of
8 California, with its principal place of business in Burbank, California. Esplanade is
9 further informed and believes, and on that basis alleges, that Disney Consumer
10 Products, Inc. is a subsidiary of Disney Enterprises, Inc. Esplanade is further
11 informed and believes, and on that basis alleges, that Disney Consumer Products,
12 Inc.'s primary business activity is the licensing of intellectual property rights for
13 exploitation by third parties.

14 15. Esplanade is informed and believes, and on that basis alleges, that
15 Defendant Disney Consumer Products and Interactive Media, Inc. is, and at all times
16 mentioned herein was, a corporation duly organized and existing under the laws of
17 the State of California, with its principal place of business in Burbank, California.
18 Esplanade is further informed and believes, and on that basis alleges, that Disney
19 Consumer Products and Interactive Media, Inc. is a subsidiary of Disney
20 Enterprises, Inc. Esplanade is further informed and believes, and on that basis
21 alleges, that Disney Consumer Products and Interactive Media, Inc.'s primary
22 business activity is the licensing of intellectual property rights for exploitation by
23 third parties.

24 16. Esplanade is informed and believes, and on that basis alleges, that
25 Defendant Disney Book Group, LLC is, and at all times mentioned herein was, a
26 limited liability company duly organized and existing under the laws of the State of
27 Delaware, with its principal place of business in Burbank, California. Esplanade is
28 further informed and believes, and on that basis alleges, that Disney Book Group,

1 LLC is a subsidiary of Disney Enterprises, Inc. Esplanade is further informed and
2 believes, and on that basis alleges, that Disney Book Group, LLC's primary
3 business activity is the distribution, marketing, and selling of publications related to
4 motion pictures produced by its affiliated entities.

5 17. Esplanade is informed and believes, and on that basis alleges, that
6 Defendant Buena Vista Books, Inc. is, and at all times mentioned herein was, a
7 limited liability company duly organized and existing under the laws of the State of
8 California, with its principal place of business in Burbank, California. Esplanade is
9 further informed and believes, and on that basis alleges, that Buena Vista Books,
10 Inc. is a subsidiary of Disney Enterprises, Inc. Esplanade is further informed and
11 believes, and on that basis alleges, that Buena Vista Books, Inc.'s primary business
12 activity is the distribution, marketing, and selling of publications related to motion
13 pictures produced by its affiliated entities.

14 18. Esplanade is informed and believes, and on that basis alleges, that
15 Defendant Disney Interactive Studios, Inc. is, and at all times mentioned herein was,
16 a corporation duly organized and existing under the laws of the State of California,
17 with its principal place of business in Burbank, California. Esplanade is further
18 informed and believes, and on that basis alleges, that Disney Interactive Studios,
19 Inc. is a subsidiary of Disney Enterprises, Inc. Esplanade is further informed and
20 believes, and on that basis alleges, that Disney Interactive Studios, Inc.'s primary
21 business activity is the publication and distribution of video games related to motion
22 pictures produced by its affiliated entities.

23 19. Esplanade is informed and believes, and on that basis alleges, that
24 Defendant Disney Store USA, LLC is, and at all times mentioned herein was, a
25 limited liability company duly organized and existing under the laws of the State of
26 Delaware, with its principal place of business in Burbank, California. Esplanade is
27 further informed and believes, and on that basis alleges, that Disney Store USA,
28 LLC is a subsidiary of Disney Enterprises, Inc. Esplanade is further informed and

1 believes, and on that basis alleges, that Disney Store USA, LLC's primary business
2 activity is the operation of retail stores that sell merchandise related to motion
3 pictures produced by its affiliated entities.

4 20. Esplanade is informed and believes, and on that basis alleges, that
5 Defendant Disney Shopping, Inc. is, and at all times mentioned herein was, a
6 corporation duly organized and existing under the laws of the State of Delaware,
7 with its principal place of business in Burbank, California. Esplanade is further
8 informed and believes, and on that basis alleges, that Disney Shopping, Inc. is a
9 subsidiary of Disney Enterprises, Inc. Esplanade is further informed and believes,
10 and on that basis alleges, that Disney Shopping, Inc.'s primary business activity is
11 the operation of an Internet-based store (<http://disneystore.com>) that sells
12 merchandise related to motion pictures produced by its affiliated entities.

13 21. The true names and capacities of Defendants Does 1 through 10,
14 inclusive, are presently unknown to Esplanade, who therefore sues said Defendants
15 by such fictitious names. Esplanade is informed and believes, and on that basis
16 alleges, that each of the fictitiously named defendants is responsible in some manner
17 for the matters alleged herein. Esplanade will amend this Complaint to state the true
18 names and capacities of Does 1 through 10 when they are ascertained.

19 22. Esplanade is informed and believes, and on that basis alleges, that at all
20 times mentioned herein, each Defendant acted as the actual or ostensible agent,
21 employee, and/or co-conspirator of each other Defendant and, in performing the
22 actions alleged herein, acted in the course and scope of such agency, employment,
23 and/or conspiracy. Esplanade is further informed and believes, and on that basis
24 alleges, that each Defendant succeeded to, assumed the liabilities of, and/or ratified
25 the actions of each other Defendant with respect to the matters alleged herein.

FACTUAL BACKGROUND

I. Goldman Has Over 30 Years of Experience Directing, Writing, and Producing Commercially and Critically Acclaimed Motion Pictures.

23. Goldman is a successful motion picture writer, director, and producer. In 1984, Goldman incorporated Esplanade to produce motion pictures and provide his services as a writer, director, and producer. Goldman has since been Esplanade's Chief Executive Officer, director, employee, and sole shareholder.

24. After graduating from Brandeis University in 1975, Goldman studied filmmaking at the University of California, Los Angeles. Goldman then directed two critically acclaimed documentary films: *Degas In New Orleans*, which was invited to the Cannes Film Festival, and *Yes, Ma'am*, which won first prize at the American Film Festival.

25. Goldman later wrote screenplays for major motion pictures, including *Big Trouble in Little China*, *Total Recall*, *Navy Seals*, and *Next*. Goldman also worked as a script doctor for other major motion pictures, including *Basic Instinct*, *Waterworld*, and *Judge Dredd*. In addition, Goldman has produced major motion pictures such as *Minority Report* and *Next*.

26. Goldman has long worked on commercially and critically successful motion pictures. The motion pictures mentioned above have grossed over one billion dollars, with some breaking box office records upon release. Many also have received widespread critical praise; for example, *Total Recall* and *Minority Report* are often listed among the best science fiction motion pictures of all time.

27. Goldman also has conceived and worked on motion pictures that became franchises and generated revenues from ancillary markets and merchandising. For example, *Big Trouble in Little China* generated revenues from merchandise such as clothing, action figures, comic books, and video games; *Total Recall* was remade into a 2012 motion picture, spawned a television series, and was

1 made into a video game; and *Minority Report* was made into a television series and
2 a video game.

3 28. Goldman has worked with Hollywood's A-List as well. On the motion
4 pictures mentioned above, Goldman is credited alongside directors such as Steven
5 Spielberg and Paul Verhoeven, as well as some of Hollywood's biggest actors,
6 including Kate Beckinsale, Jessica Biel, Nicholas Cage, Bryan Cranston, Tom
7 Cruise, Colin Farrell, Julianne Moore, Kurt Russell, Arnold Schwarzenegger,
8 Sharon Stone, and Charlie Sheen.

9 29. Goldman also has long worked with the industry's top studios. He
10 even has worked with Defendants. In 2007, Walt Disney Pictures hired Goldman to
11 write a screenplay for a project known as *Blaze*, created by Marvel comic-book
12 writer Stan Lee. Walt Disney Pictures executive Brigham Taylor oversaw the
13 project. Goldman worked closely with Taylor and Lee. Both liked Goldman's
14 work: Taylor commissioned additional work, and Lee wrote Goldman, "You're now
15 my favorite writer!"

16 **II. Goldman Spent Substantial Resources to Create and Develop Zootopia.**

17 30. In 2000, Goldman, as an employee of Esplanade, researched,
18 conceptualized, created, developed, and wrote an original artistic work entitled
19 *Zootopia* (the "Goldman Zootopia"). Between 2000 and 2009, Goldman further
20 researched, conceptualized, developed, and wrote the Goldman Zootopia. The
21 Goldman Zootopia is a franchise for motion pictures, television programs, and
22 derivative products based on an animated cartoon world that metaphorically
23 explores life in America through the fictional setting of a diverse, modern, and
24 civilized society of anthropomorphic animals.

25 31. Goldman invested substantial time, money, and other resources to
26 create and develop the Goldman Zootopia. Among other things, Goldman created
27 and wrote detailed descriptions of the franchise's main characters, including the
28

1 characters' physical appearances, personal histories, and character traits (the
2 "Character Descriptions").

3 32. Esplanade also engaged an established and experienced animator,
4 character designer, and cartoonist on a work-made-for-hire basis to create the
5 following visual images of the main characters in the Goldman Zootopia (the
6 "Character Illustrations"):



12 33. In addition, Goldman wrote a synopsis (the "Synopsis") and a treatment
13 (the "Treatment") for the first episode of the Goldman Zootopia franchise, entitled
14 *Looney*. On August 17, 2000, the Treatment was registered with the Writers Guild
15 of America, West, Inc.

16 34. On February 10, 2017, Esplanade registered the Character Descriptions,
17 Character Illustrations, Synopsis, and Treatment as part of a collection entitled
18 "Zootopia," Registration No. PAu-3-839-720, with the United States Copyright
19 Office. A true and correct copy of the work is attached hereto as Exhibit 1.

20 **III. Goldman Pitched the Goldman Zootopia to Defendants in Confidence**
21 **and for Compensation.**

22 35. In the motion picture industry, writers commonly submit concepts and
23 written materials to studios and producers with the understanding that, if any idea or
24 material is used, either directly or indirectly, the studio or producer must
25 compensate the writer for the use of the idea or material. Furthermore, writers,
26 studios, and producers generally understand that such concepts and materials are
27 disclosed in confidence and may not be disclosed to others, either directly or
28 indirectly, or used beyond the limits of the confidence without the writer's consent.

1 Esplanade and Defendants had such understandings at all material times mentioned
2 in this complaint.

3 **A. 2000 Pitch**

4 36. In 2000, Goldman met with Mandeville Films' Chief Executive
5 Officer, David Hoberman, at Defendants' offices in Burbank, California, to pitch the
6 Goldman Zootopia. Esplanade is informed and believes, and on that basis alleges,
7 that Hoberman was Walt Disney Studios' former President of Motion Pictures and
8 that Mandeville Films had a first-look production contract with Defendants.

9 37. At the time of the meeting, Goldman, Hoberman, and Defendants each
10 had the understandings alleged in Paragraph 35 above. In particular, Goldman,
11 Hoberman, and Defendants understood that writers pitch concepts and materials to
12 studios and producers in confidence in order to sell them for financial compensation,
13 that the meeting was for the purpose of Esplanade offering for sale to Mandeville
14 Films and Defendants the Goldman Zootopia, and that neither Mandeville Films nor
15 Defendants would use or disclose any of these concepts or materials, either directly
16 or indirectly, without compensating Esplanade. Furthermore, they understood that
17 Goldman was disclosing the concepts and materials for the Goldman Zootopia to
18 Mandeville Films and Defendants in confidence, with the understanding that
19 Mandeville Films and Defendants would maintain that confidence and compensate
20 Esplanade if any of them used or disclosed the concepts or materials, either directly
21 or indirectly. Accordingly, Esplanade had a reasonable expectation that neither
22 Mandeville Films nor Defendants would use or disclose the concepts or materials,
23 either directly or indirectly, without its consent or without payment.

24 38. During the meeting at Defendants' offices, Goldman orally presented
25 the concepts and materials for the Goldman Zootopia franchise, including themes,
26 plot, settings, and characters, showed Hoberman copies of the Character Illustrations
27 and other materials, and elaborated on, among other things, the characters and the
28 franchise concept. Hoberman listened to the presentation, engaged in dialogue

1 about it, viewed some of those materials, and voluntarily accepted copies of those
2 materials. Hoberman responded favorably to the Goldman Zootopia franchise
3 during the meeting. Based on the parties' understandings as alleged above,
4 Goldman gave Hoberman copies of the Character Illustrations and other materials in
5 confidence so that Hoberman could further review the materials, and discuss the
6 project with and provide the materials to Defendants for their review. Esplanade is
7 informed and believes, and on that basis alleges, that Hoberman did discuss the
8 project with provide copies of the materials to Defendants.

9 39. Hoberman subsequently informed Goldman that Mandeville Films and
10 Defendants decided they would not seek to acquire rights in Esplanade's concepts or
11 materials.

12 **B. 2009 Pitch**

13 40. By 2009, Goldman had further developed the Goldman Zootopia and
14 decided to try to sell it again. At the time, Goldman was working on *Blaze* with
15 Brigham Taylor who, Esplanade is informed and believes, was Walt Disney
16 Pictures' Executive Vice President of Production and Development at the time.
17 Because Goldman had this existing relationship with Taylor, Goldman offered to
18 pitch the Goldman Zootopia to Taylor on behalf of Defendants, and Taylor accepted
19 Goldman's offer. On or about February 12, 2009, Goldman met with Taylor at
20 Defendants' offices in Burbank, California.

21 41. At the time of the meeting, Goldman, Taylor, and Defendants each had
22 the understandings alleged in Paragraph 35 above. In particular, Goldman, Taylor,
23 and Defendants understood that writers and producers pitch concepts and materials
24 to studios in confidence in order to sell those concepts and materials for financial
25 compensation, that the meeting was for the purpose of Esplanade offering for sale to
26 Defendants the concepts and materials for the Goldman Zootopia, and that
27 Defendants would not use or disclose any of the concepts or materials, either
28 directly or indirectly, without compensating Esplanade. Furthermore, Taylor knew

1 that Goldman was disclosing his concepts and materials for the Goldman Zootopia
2 to Taylor and Defendants in confidence, with the understanding that Taylor and
3 Defendants would maintain that confidence, and with the understanding that
4 Defendants would compensate Esplanade if any of them used any of the cocnepts or
5 materials, whether directly or indirectly. Accordingly, Esplanade had a reasonable
6 expectation that Defendants would not use or disclose its concepts or materials,
7 either directly or indirectly, without its consent or without payment.

8 42. During the meeting at Defendants' offices, Goldman orally presented
9 the concepts and materials for the Goldman Zootopia franchise, including themes,
10 plot, settings, and characters; elaborated on, among other things, the characters and
11 franchise concept; and showed Taylor copies of the Character Descriptions,
12 Character Illustrations, Treatment, Synopsis, and other materials. Taylor listened to
13 the presentation, engaged in dialogue about it, and read some of those materials. At
14 the end of the meeting, Taylor told Goldman that he would discuss the project and
15 show Esplanade's materials to Defendants' animation departments to determine
16 whether Defendants were interested in acquiring rights in the Goldman Zootopia.
17 Based on the parties' understandings as alleged above, Goldman gave Taylor copies
18 of the Character Descriptions, Character Illustrations, Treatment, Synopsis, and
19 other materials in confidence so that Defendants' animation departments could
20 review the materials. Taylor, on behalf of Defendants, voluntarily accepted copies
21 of those materials. Esplanade is informed and believes, and on that basis alleges,
22 that Taylor did discuss the project with and provide copies of those materials to
23 Defendants' animation departments.

24 43. Taylor subsequently informed Goldman that Defendants decided they
25 would not seek to acquire rights in Esplanade's concepts or materials.

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IV. Defendants Produced, Reproduced, Distributed, Performed, Displayed, and Prepared Derivative Works Based on the Goldman Zootopia.

44. At some time thereafter, Defendants began to develop and produce an animated motion picture entitled *Zootopia* (the “Disney Zootopia”). A DVD of the Disney Zootopia is attached hereto as Exhibit 2. Esplanade is informed and believes, and on that basis alleges, that the production budget for the Disney Zootopia was approximately \$150 million, and that the motion picture was fully produced and completed in 2015 or early 2016.

45. Esplanade is informed and believes, and on that basis alleges, that on or about February 11, 2016, Defendants commenced distributing and facilitating the display of the Disney Zootopia to the public internationally. Esplanade is informed and believes, and on that basis alleges, that on or about March 4, 2016, Defendants commenced distributing and facilitating the display of the Disney Zootopia to the public in the United States. Esplanade is informed and believes, and on that basis alleges, that Defendants have distributed and facilitated the display of the Disney Zootopia to the public in over 70 countries to date.

46. Esplanade is informed and believes, and on that basis alleges, that the Disney Zootopia grossed more than one billion dollars at the theatrical box office. Esplanade is further informed and believes, and on that basis alleges, that the Disney Zootopia is the highest-grossing original animated film of all time. On December 11, 2016, the Disney Zootopia won a Critics’ Choice Award for Best Animated Feature Film. On January 8, 2017, the Disney Zootopia won a Golden Globe for Best Animated Feature Film. On February 4, 2017, the Disney Zootopia won an Annie Award for Best Animated Feature Film. And, on February 26, 2017, the Disney Zootopia won an Academy Award for Best Animated Feature Film.

47. Esplanade is informed and believes, and on that basis alleges, that on or about June 7, 2016, Defendants commenced distributing and facilitating the display of the Disney Zootopia to the public by offering it for sale and rental in various non-

1 theatrical forms including, but not limited to, Blu-ray Discs, DVDs, pay-per-view,
2 on-demand, and other Internet-based platforms.

3 48. Esplanade is informed and believes, and on that basis alleges, that in
4 2016, Defendants commenced displaying the Disney Zootopia characters to the
5 public at theme parks.

6 49. Esplanade is informed and believes, and on that basis alleges, that in or
7 about 2016, Defendants commenced producing, reproducing, distributing,
8 displaying, and/or offering for sale merchandise, as well as packaging used in
9 connection with such merchandise, based on the Disney Zootopia, including, but not
10 limited to, books (including novels, short stories, picture books and comics), toys,
11 dolls and figurines, games and video games, clothing, kitchenware and other
12 merchandise (collectively, the “Zootopia Merchandise”). More than 100 specific
13 examples of such Zootopia Merchandise are attached hereto as Exhibit 3, which is
14 incorporated herein by reference as though fully set forth at length.

15 50. Esplanade is informed and believes, and on that basis alleges, that most
16 of the Zootopia Merchandise is based on non-literary elements from the Disney
17 Zootopia -- *i.e.*, the Disney Zootopia’s artwork -- and the title “Zootopia.” For
18 example, the Zootopia Merchandise in the form of toys, dolls, figurines, games,
19 clothing, and kitchenware are based on the artwork from the Disney Zootopia -- not
20 the plot, sequence of events, dialogue, or pace. Similarly, the packaging used for
21 such merchandise relies on the artwork and title from the Disney Zootopia, as shown
22 in the following examples:



1 51. Moreover, much of the Zootopia Merchandise in the form of books and
 2 video games relies primarily (if not entirely) on artwork and the title, as opposed to
 3 literary elements, from the Disney Zootopia. By way of example, Defendants' book
 4 entitled, *The Art of Zootopia*, which is just one of the 30 books listed in Exhibit 3,
 5 features more than 150 pages of artwork used in connection with the Disney
 6 Zootopia.

7 52. Esplanade is informed and believes, and on that basis alleges, that
 8 Defendants also used materials from the Disney Zootopia to market the Disney
 9 Zootopia, the Zootopia Merchandise, and licensing for the use of the Disney
 10 Zootopia materials through the use of various traditional and digital advertising
 11 methods, including, but not limited to, movie posters, billboards, magazine
 12 advertisements, television advertisements, movie trailers, promotional videos,
 13 promotional websites, and social media profiles and/or pages (the "Zootopia
 14 Marketing"). More than 20 specific examples of such Zootopia Marketing are
 15 attached hereto as Exhibit 4, which is incorporated herein by reference as though set
 16 forth fully at length.

17 53. In particular, Esplanade is informed and believes, and on that basis
 18 alleges, that Defendants distributed and displayed hundreds of images, trailers, clips,
 19 and other videos based on the Disney Zootopia on their websites and social media
 20 profiles.¹ For example, one of Defendants' trailers² depicts various artwork and
 21
 22

23 ¹ Such websites include <http://movies.disney.com/zootopia> and
 24 <https://www.disneyanimation.com/projects/zootopia>. Such social media pages
 25 and/or profiles include Facebook (<https://www.facebook.com/DisneyZootopia>),
 26 Twitter (<https://twitter.com/DisneyZootopia>), Instagram
 27 (<https://www.instagram.com/disneyanimation/>), Tumblr
 28 (<http://disneyanimation.tumblr.com/>), and YouTube
 (https://www.youtube.com/channel/UC_976xMxPgZla290Hqtk-9g).

² See <https://www.youtube.com/watch?v=g9lmhBYB11U>.

1 characters based on the Disney Zootopia, and, at one point, depicts a character
2 without clothing, as shown in the screenshot below:



11 54. Moreover, other promotional videos from Defendants not only depict
12 artwork and characters, but also the title, key dialogue and themes, from the Disney
13 Zootopia. For example, another video created and distributed by Defendants is a
14 3:08 minute clip that ends with the Disney Zootopia's main character expressing a
15 central theme in dialogue copied from the Goldman Zootopia: "You want to be an
16 elephant when you grow up? You be an elephant." Emphasizing that theme,
17 Defendants also captioned the video with a quote of that dialogue.³

18 55. Esplanade is informed and believes, and on that basis alleges, that
19 Defendants purport to own copyrights to the Disney Zootopia and the Zootopia
20 Merchandise, and license the use of Disney Zootopia materials to third parties.

21 56. Esplanade gave Defendants actual notice of Esplanade's copyright and
22 demanded that Defendants cease and desist from infringing Esplanade's copyright,
23 but Defendants have willfully refused to do so.

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25
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27
28

³ See <https://www.youtube.com/watch?v=ujncmH8YnNc>.

V. The Disney Zootopia, the Zootopia Merchandise and the Zootopia Marketing Copy the Goldman Zootopia.

57. Motion pictures are not created fully formed. Rather, they often develop as part of an extensive process that begins with concepts, basic plots and character sketches; develop through treatments; and continue with drafting screenplays, which typically go through a number of drafts and revisions before being finalized. It is routine and commonplace for a finished motion picture to contain differences -- often fundamental differences -- from initial concepts, treatments, or even early drafts. Yet the addition of creative input at various stages of a project, which happens en route to every motion picture, does not negate the creative origins of a work or override the rights of the first author.

58. So too here. The genesis of the Disney Zootopia, including the characters, dialogue, themes, settings, plot and artwork that were acclaimed with awards and rewarded with billions, was the copying of the Goldman Zootopia. However thick the gloss may be that Disney painted over the Goldman Zootopia, it is Goldman who was the original author and creator of the work starting 16 years before the movie's eventual release.

59. The Goldman Zootopia involves a human animator who creates a cartoon world of animated anthropomorphic animal characters called "Zootopia." The Disney Zootopia, the Zootopia Merchandise and the Zootopia Marketing use substantial elements of that cartoon world, including substantially similar artwork, dialogue, characters, settings, mood and pace, and even plot and sequences of events from the story of the human animator and his Zootopia characters, and express substantially similar themes. Defendants even appropriate the title "Zootopia." Defendants thus used the expression of substantial original elements of the Goldman Zootopia, including the selection, arrangement and combination of protectable and otherwise unprotectable elements, and achieve a substantially similar concept and feel.

1 **A. Artwork**

2 60. Artwork in the Disney Zootopia, the Zootopia Merchandise, and the
3 Zootopia Marketing is substantially similar to artwork in the Goldman Zootopia
4 with respect to the ensemble of characters and the individual characters, and creates
5 a substantially similar concept and feel.

6 61. This artwork in the two Zootopias has substantially similar subject
7 matter and appearance. The characters illustrated are not true-life depictions of real
8 animals, nor are they generic depictions or inherent in nature; rather, they are
9 original creative expressions of animal characters of various species from various
10 habitats in various parts of the world and, furthermore, constitute a selection,
11 arrangement and combination of expression. The artwork is not only substantially
12 similar on its own, but also is part of a substantially similar selection, arrangement
13 and combination of elements in the Goldman Zootopia as a whole.

14 62. In particular, as alleged below, the characters illustrated are of similar
15 animals, with similar facial expressions, body parts and structures, shapes, poses,
16 colors, and shading. These aspects of character design were used by Defendants'
17 animators and artists to express character traits similar to those of the characters in
18 the Goldman Zootopia.

19 63. The depictions of Goldman's Roscoe and Disney's Nick are
20 substantially similar.

Goldman Zootopia



Disney Zootopia



These images exhibit the following similarities of expressive elements, among others:

- a. The body language and facial expressions of each evoke a sly, wise-guy, conniving, street-wise, or wily impression. Similarly posed with tilted heads, eyelids half closed, beady pupils looking out of the side of their eyes, they suggest a personality and thought process prone to mischief or wrongdoing.
- b. Both are proportionately between 4 to 4 1/2 heads high in relationship to their skulls.
- c. Both have arms approximately 2 heads in length, connected at the wrist to relatively large hands, not paws, with 3 fingers and an opposable thumb, which neither species, spotted hyena or red fox, has in reality. The contour, shape and design of the hands, thumbs and fingers, as well as the size in proportion to their overall character design, are similar. The silhouette of the hands and fingers, minus the fingernails, are designed and shaped the same. The fingers have the same basic shapes, having the same series of joints in the digits (a knuckle and one joint in the middle of each digit). The fur covering the fingers and the palms of the hands carries over the same color as found on the back of their hands.
- d. Both have feet planted flat on the ground, walking on the entire sole of the foot, as opposed to what they would do in reality, which is to walk on their toes.

1 e. Both have ears which are large in proportion to the rest of the
2 features on their heads.

3 f. Both have smiles extending past the bottoms of their eyes. The
4 design of the lower lip area and the inclusion of loose extra skin under the jaw area,
5 connected to the frontal base of the neck on both, reacts to the tilting, twisting and
6 pulling of the skin in that area between the base of the head and the upper torso,
7 creating a soft, subtle shape which almost hides the neck. Both have human-like
8 cheeks placed under the eye sockets positioned on the side of the face, which react
9 to the stretching and pulling of the mouth and muzzle facial expression, which
10 neither a spotted hyena nor a red fox have in reality.

11 g. Neither has whiskers, even though in reality, spotted hyenas and
12 red foxes have whiskers similar to cats.

13 h. Both have upper and lower torsos which can arch, bend, slump,
14 or twist from the center, unlike their real-life species.

15 i. Both have shoulders connected to a collar bone in the front, and
16 shoulder blades in the back towards the middle of the upper torso unlike their real-
17 life species. In reality, neither species has a clavicle, and the shoulder blades are
18 fused to the side of the rib cages, creating a limited range of motion.

19 j. Both characters' arms are connected to the base of a shoulder
20 ball-and-socket joint, starting out wide at the top of the upper arm and tapering at
21 the bottom of the upper arm, ending at the elbow. The lower arms extend from the
22 elbow joint, similarly starting out wider at the top of the upper arm, only to taper
23 into a slight point ending at the wrist.

24 k. Both have hip joints placed on the sides of their pelvises, leading
25 into thighs which are wide at the top, connecting to softly rounded, but visible knee
26 joints, tapering into the lower legs, which also start wide at the top and tapering into
27 V-shapes, creating ankles connected to the feet.

1 l. Both have long feet which start tapered at the ankle, and then
2 widen by 3 times in relationship to the back of the foot toward the tip of the toes,
3 creating feet which are proportionally the same, with tapered and pointed heel
4 shapes. In reality, both species have proportionally smaller feet relative to their
5 bodies.

6 m. Both have long, flexible spines which allow twisting and bending
7 ending in tails protruding from the base of the spine.

8 n. Both character depictions differ substantially from how their
9 respective species look in reality and from how they are generically depicted.

10 64. The depictions of Goldman's Mimi and Disney's Judy are substantially
11 similar.

12 Goldman Zootopia



Disney Zootopia



19 These images exhibit the following similarities of expressive elements, among
20 others:

21 a. Both have large rounded heads relative to their bodies, with big
22 rounded eyes, long pronounced feminine eyelashes on the top eye lid with mascara
23 on the upper eyelashes, arched, tapered eyebrows, and a wide open face.

24 b. Both have muzzles with "cute," small rounded noses at the tip of
25 slight, blunted snouts, with smallish closed mouth shapes.

26 c. Both have eyes with pupils which are larger than the rest of the
27 characters in the respective ensembles, connoting innocence or naiveté. The larger
28

1 than life eyes on both characters are set low in the head in order to exude a childlike
2 soft appeal to the visual nature of characters.

3 d. Neither has whiskers, but both species, squirrel and rabbit, have
4 whiskers in reality.

5 e. Both have necks which are slightly less than half a head high in
6 relationship to the skull.

7 f. Both characters have upper and lower torsos which can arch,
8 bend, slump, or twist from the center, unlike their real-life species.

9 g. Both have short, small arms and hands.

10 h. Both are 2 1/2 to 3 heads high, similar to the proportions of a
11 young human child, aged 1 to 5.

12 i. Both have upper arms which are wider at the top and connect to
13 elbows, shoulder blades, and clavicles, which do not exist in either species in reality.

14 j. Both have human-like hands, with three fingers, and opposable
15 thumbs, which do not exist in either species in reality.

16 k. Both have tails that are true to the natural species, and are
17 connected to the lower torso via a flexible spinal column.

18 l. Both have hips connected to lower torsos, and when standing
19 upright, are portrayed to be standing on the entire soles of their feet.

20 m. Both have feet similar in shape, size, volume and proportion to
21 the rest of their bodies.

22 n. Both character depictions differ substantially from how their
23 respective species look in reality and from how they are generically depicted.

65. The depictions of Esplanade's Monty and Disney's Flash are substantially similar.

Goldman Zootopia



Disney Zootopia



These images exhibit the following similarities of expressive elements, among others:

- a. Both are anthropomorphic sloths.
- b. Both have similar head shapes: ovals like rubber "stress balls" when squashed.
- c. Both are 3 heads tall.
- d. Both have sleepy eyes with small pupils.
- e. Both have a lower lip that curves into the bottom of the jaw creating a roundish shape.
- f. Both have eyebrows similarly posed.
- g. Both characters have upper and lower torsos which can arch, bend, slump, or twist from the center, unlike their real-life species.
- h. Both have similarly contoured and sized arms and hands.
- i. Both stand on the entire soles of their feet, sharing similar design and shape.
- j. Both have a similar slumped posture with curved backs.

k. Both character depictions differ substantially from how their respective species look in reality and from how they are generically depicted.

66. The depictions of Goldman's Fuzz and Disney's Finnlick are substantially similar:

Goldman Zootopia



Disney Zootopia



These images exhibit the following similarities of expressive elements, among others:

- a. Both are approximately 2 1/3 heads tall.
- b. Both have large long ears which, from the base of the ear to the top of the ear, are about the same length as the characters' upper and lower torsos.
- c. Both have a similar facial expression, a stern, serious, and/or severe look, connoting an unapproachable demeanor, with mouths posed in a half smile, half scowl, which is unlike the stereotypical image of a small animal.
- d. Both have heads comparatively and proportionately larger than the bodies to which they are attached with shaded foreheads.
- e. Both characters have upper and lower torsos which can arch, bend, slump, or twist from the center, unlike their real-life species
- f. Both have shoulder blades and clavicles which allow them to cross their arms across their chests, and have similar contours and volumes of arms from the shoulders, to the elbows, to the wrists. In reality, a fennec fox has

1 elongated, thin, spindly limbs. Neither a real fennec fox nor a real koala bear can
2 cross their “arms” across their chests.

3 g. Both have similarly shaped hands with opposable thumbs and
4 fingers.

5 h. Both stand on the entire soles of their feet.

6 i. Both character depictions differ substantially from how their
7 respective species look in reality and from how they are generically depicted.

8 67. The depictions of Goldman’s Grizz and Disney’s Bogo are
9 substantially similar.

10 Goldman Zootopia



Disney Zootopia



18 These images exhibit the following similarities of expressive elements, among
19 others:

20 a. Both have a snarl facial expression and the same assertive, self-
21 assured, intimidating and “tough guy” body language.

22 b. Both have V-shaped torsos similar in silhouette, size, and
23 volume and unlike either a grizzly bear or a water buffalo.

24 c. Both have similarly proportioned, sized, and posed eyes and
25 eyebrows.

26 d. Both have broad, muscular shoulders and arms.

27
28

e. Both have the same proportional relationships throughout the entire body: the length and distance from the base of the neck to the tip of the shoulder on both characters are virtually identical.

f. Both have similar shape and contour to their abdomens, with tapered waists.

g. Both have ribcages discernable from the bottoms of the ribcages, and the tops of the abdomens, connoting a physically fit, bodybuilder look.

h. Both stand with their feet turned out sideways from their bodies, on the entire soles of their feet, which is inconsistent with the other hooved characters in Disney's Zootopia.

i. Both character depictions differ substantially from how their respective species look in reality and from how they are generically depicted.

68. The depictions of Goldman's Cha-Cha and Disney's Gazelle are substantially similar.

Goldman Zootopia



Disney Zootopia



These images exhibit the following similarities of expressive elements, among others:

- a. Both strike ostensibly alluring and sexy poses.
- b. Both wear mascara, eye shadow, and false eyelashes.
- c. Both have long, painted fingernails.

1 d. Both have similar shapes from their hips to the bottoms of their
2 feet, elongated to mimic what is typically found on runway models: very long legs,
3 wide at the top of the hip that taper into the knee joint, with similarly proportioned
4 lower legs and calf muscles that taper into the ankles.

5 e. Both have distinctly rounded shoulders, that are flexible due to
6 the additions of clavicles, and have shoulder blades positioned to allow human-like
7 range of motion and articulations.

8 f. Both have human female-like figure-eight upper and lower body
9 shapes, with upper torsos smaller than lower torsos, combining contrasting shapes
10 and connoting sex appeal.

11 g. Both have mouths that can make expressions more akin to those
12 in humans than in their respective species.

13 h. Both have similarly shaped, sized and contoured hands, with
14 fingers and opposable thumbs sharing similar posing and size.

15 i. Both have torso proportions akin to that of a human female, and
16 with similar pelvis shape.

17 j. Both character depictions differ substantially from how their
18 respective species look in reality and from how they are generically depicted.

19 k. Both have their lower backs arched to thrust their hips backward
20 and their chests forward.

21 l. Both have the back of one hand resting on a hip, fingers curled
22 up, with the elbow of that arm bent at a slightly acute angle.

23 m. Both have the other arm straight and pointing down with the
24 wrist flared outward, palm pointed down, and one or more fingers arched upward.

25 n. The back arm and shoulder are slightly obscured by the breast of
26 each character.

27 o. The neck profiles on the sides of the bent arms are cocked at a
28 similar angle.

69. The depictions of Goldman's Max and Disney's Yax are substantially similar.

Goldman Zootopia



Disney Zootopia



These images exhibit the following similarities of expressive elements:

- a. Both have hooves, not feet like the other characters, which contact the ground with their entire soles.
- b. Both have long muzzles, with top upper jaws longer than their bottom jaws.
- c. Both have elongated, thin, human-like arms, with similar shape and contour from the elbows, wrist and hand.
- d. Both have three fingers on each front limb, yet in reality, an ibex and a yak are both cloven-hoofed animals with an even number of digits on each front limb.
- e. Both have thick upper legs and thin lower legs, similarly proportioned.
- f. Both have tails similar in size, shape, and volume.
- g. Both have upper and lower torsos covered not by clothing, but instead by similar trim, non-shaggy coats.
- h. Both character depictions differ substantially from how their respective species look in reality and from how they are generically depicted.

70. The depictions of Goldman's Hugo and Disney's Dharma Armadillo, both armadillos, are substantially similar:

Goldman Zootopia



Disney Zootopia



These images exhibit the following similarities of expressive elements:

- a. Both have similarly shaped, sized, and contoured heads, muzzles, and snouts.
- b. Both have similarly positioned and over-sized ears.
- c. Both have eyes and eyebrows positioned within the same half eye negative space in between each eye, with small pupils surrounded by a wide bulbous eyes.
- d. Both have upper and lower torsos which can arch, bend, slump, or twist from the center.
- e. Both have arms similar in proportion, contour and size.
- f. Both have similarly shaped and sized tails attached at the base of their spinal columns.
- g. Both stand on the entire soles of their feet.
- h. Both have 3 fingers, and an opposable thumb.
- i. Both character depictions differ substantially from how their respective species look in reality and from how they are generically depicted.

71. The depictions of Goldman's Ms. Quilty and Disney's Ms. Bellwether are substantially similar.

Goldman Zootopia



Disney Zootopia



These images exhibit the following similarities of expressive elements:

- a. Both have bookish, timid body language.
- b. Both have wide, big eyes, with raised and darkened eyebrows striking quizzical poses.
- c. Both have the same color scheme from the head to the base of the neck: light in tone, showing whites and a hint of pink.
- d. Both have the same black color scheme from the top of the upper torso to the bottom of the lower torso.
- e. Both have thin legs, which appear elongated in proportion to the rest of their bodies.
- f. Both stand on the entire soles of their feet.
- g. Both have hair styled similarly on top of their heads.
- h. Both have arms and hands close to their bodies, connoting emotion that is being concealed.
- i. Both character depictions differ substantially from how their respective species look in reality and from how they are generically depicted.

72. In addition to the foregoing, Esplanade incorporates herein by reference the tracing studies attached as Exhibit 5 as though fully set forth at length. These

1 studies show several of the many common, expressive inflection points gleaned
 2 from the Esplanade and Disney characters. Animators and artists customarily do
 3 tracing studies when developing characters and, indeed, Disney employees have
 4 publicly admitted to referencing prior artwork when creating new characters. The
 5 tracing studies show that, in this case, Disney “referenced” -- *i.e.*, copied -- the
 6 expressive elements from the depictions of the Goldman Zootopia characters. Each
 7 of the character pairings alleged above shows that the Goldman and Disney
 8 Zootopia characters share more visual traits with each other than they do with their
 9 respective, real-life species.

10 73. When taken together and assembled as ensembles, the Goldman and
 11 Disney Zootopia characters give the viewer a substantially similar concept and feel
 12 as well:



25 74. The artwork relates to and is used to express the works’ similar
 26 characters, themes, mood and plot.

27 75. Esplanade’s selection, arrangement and combination of artwork is
 28 original and, on information and belief, unique to the works in issue. Furthermore,

1 Esplanade's selection, arrangement and combination of artwork along with other
2 elements is original and, on information and belief, unique to these works.

3 76. The similarities in artwork, and the selection, arrangement and
4 combination of artwork with other elements, are substantial.

5 **B. Characters**

6 77. The characters in the Goldman Zootopia are original and protected by
7 copyright. As alleged, the Goldman Zootopia characters, individually and
8 collectively as an ensemble, have physical as well as conceptual qualities; display
9 consistent, identifiable character traits and attributes; contain unique elements of
10 expression, and are sufficiently delineated to be especially distinctive. Furthermore,
11 as alleged, the characters in the Disney Zootopia, the Disney Merchandise and the
12 Disney Marketing, individually and collectively as an ensemble, are substantially
13 similar to the Goldman Zootopia characters in physical as well as conceptual
14 qualities and identifiable character traits and attributes.

15 78. Defendants' characters, like Goldman's characters, are two-legged
16 anthropomorphic animals that live in a modern civilized, and human-like world
17 rather than natural environments. Their diverse society is constituted by different
18 species from different natural worlds, where various species mix, interact, and live
19 together. Both Defendants' characters and Goldman's characters participate in a
20 present day technological, American workaday world in which they go to work in
21 the morning and come home at night.

22 **a. The Individual Characters**

23 **i. Judy**

24 79. Judy is the heroine and one of the two protagonists of Defendants'
25 works. Judy is a rabbit who is visually similar to the Goldman Zootopia character of
26 Mimi, a squirrel, both of whom are small, furry, "cute" prey animals with big eyes
27 and oversized expressive appendages. (*See* ¶ 64, *supra*.)
28

1 80. Judy's characteristics are substantially similar to those of Mimi and
2 another Goldman Zootopia character, Hugo. Mimi is an outsider to the Goldman
3 Zootopia society (she does not live with the other animals at the zoo). She is small,
4 which allows her to get in and out of places unlike others. Despite whatever "good
5 advice she gives, and how many time she has been right," other animals do not take
6 her seriously because of her species, and is thus a victim of prejudice. Mimi is
7 "very energetic and enthusiastic." She also is "very brave"; she "never abandons
8 her buddies," and she "always finds a way to help or rescue them." Her bushy tail is
9 "very expressive."

10 81. Hugo is "dorky" and "obsessed with self-improvement." He is
11 "incredibly optimistic" and constantly tries "to improve other people as well."
12 Hugo is "good-natured" and "always ready to help his buddies." Hugo "believes
13 that an animal can be whatever he wants to be." He expresses the utopian theme:
14 "If you want to be an elephant, you can be an elephant."

15 82. Judy is similar to Mimi in a number of characteristics. Judy is an
16 outsider to the Zootopia society. Despite her competence, she is underestimated,
17 unappreciated, and not taken seriously because of her species, and is thus a victim of
18 prejudice. She is brave, energetic, and enthusiastic, and she helps others by, among
19 other things, finding ways to help or rescue them. Her small size allows her to get
20 in and out of places unlike others. And her ears, like Mimi's tail, are very
21 expressive of her emotions. Similar to Mimi and Hugo, Judy is good natured,
22 kindhearted, and constantly trying to improve herself and others. And, like Hugo,
23 she is somewhat dorky and naively idealistic, representing the utopian view of
24 Zootopia. She, like Hugo, embodies and expresses the key thematic line of both
25 works, *i.e.*, "you want to be an elephant when you grow up, you be an elephant."
26 Thus, Judy, as a combination of Mimi and Hugo, illustrates that individuals are not
27 bound by their natures, but have the ability to shape and exercise control over their
28 lives.

1 ii. **Nick**

2 83. Nick is the other protagonist of Defendants’ works, and is Judy’s foil.
 3 Nick is a fox who is visually similar to the Goldman Zootopia character of Roscoe.
 4 Both are dog-like predators who appear sly, cynical, and untrustworthy because of,
 5 *inter alia*, their postures, half-lidded eyes, and smirks. (*See* ¶ 63, *supra*.)

6 84. Nick’s characteristics are substantially similar to those of Roscoe and
 7 another Goldman Zootopia character, Monty. Roscoe is a “prankster.” He “does
 8 not like to work.” He is “uncouth,” from a “low-class” family. He has a “bad
 9 attitude” and “revels in being offensive.” He likes to cause trouble and “takes pride
 10 in his obnoxious behavior which he serves up as a form of justice.” Roscoe “knows
 11 he’s an outcast,” and believes “he will never get ahead in business” and no female
 12 wants to be with him. Roscoe is “resigned to his place in life [...] but underneath he
 13 has an inferiority complex.” He has no “hope of ever changing or living a normal
 14 life.” He also is “agile.” There is a question of whether he “deserves to be loved”
 15 by a female, and the ultimate answer is “yes.”

16 85. Monty is “incredibly pessimistic and negative,” but “speaks the truth.”
 17 He has “no hope that he can change or improve, or that anyone else can change or
 18 improve. Consequently, he accepts people the way they are, but calls a spade a
 19 spade to their faces, and is a devastating critic.” Hugo “tries to improve Monty, who
 20 laughs at the absurdity of it. Every now and then, Hugo puffs up and feels proud of
 21 himself but Monty then makes a truthful remark that punctures him like a balloon
 22 and Hugo deflates.” He also is “devastatingly funny,” which is one reason the
 23 audience likes him.

24 86. Nick, like Roscoe, is an outcast because of his reviled species. Thus,
 25 he too is a victim of prejudice. Nick, like Roscoe, knows that he’s an outcast. Both
 26 Nick and Roscoe have resigned themselves to being treated as outcasts and hiding
 27 their insecurities. And like Roscoe, Nick is a prankster who schemes rather than
 28 works (*e.g.*, the “pawpsicle” episode and selling a “skunk fur rug”). He has a bad

1 attitude, and is uncouth, even taking pride in his obnoxious behavior. And again
 2 like Roscoe, Nick is physically agile. Similar to Monty, Nick has no hope that he
 3 can change or improve, or that anyone can change or improve, given his or her
 4 nature and the prejudices of society. He embodies and expresses the cynical view of
 5 the world that opposes Judy's utopian view. Nick gives the deterministic lines
 6 which establish a central conflict in the works, *e.g.*, "Everyone comes to Zootopia
 7 thinking they can be anything they want. Well, you can't. You can only be what you
 8 are." As with Hugo and Monty, Judy tries to improve Nick but he laughs it off.
 9 And, like Hugo and Monty, when Judy is puffed up or proud, Nick figuratively
 10 punctures the balloon and Judy deflates. Nevertheless, he is likeable due to his
 11 humor like Monty. Nick is ultimately a good friend who, like Roscoe, presents the
 12 question of whether an outcast like him can be loved by a female. The answer, just
 13 like for Roscoe, ultimately is yes.

14 i. **Side characters**

15 87. Most of the side characters in the Disney Zootopia also are
 16 substantially similar -- even strikingly so -- to side characters in the Goldman
 17 Zootopia, including:

18 a. **Ms. Bellwether.** Ms. Bellwether is the antagonist in the Disney
 19 Zootopia. She is visually similar to the Goldman Zootopia character of Ms. Quilty.
 20 Both are passive, meek, and vulnerable prey animals with, among other things,
 21 skinny legs, big eyes and hair piled high on their heads. (*See* ¶ 71, *supra.*) Ms.
 22 Bellwether's characteristics are substantially similar to those of the characters of
 23 Ms. Quilty and Fuzz in the Goldman Zootopia. Ms. Quilty is a prey animal who is
 24 "vain, but not too attractive," with "big hair and tiny lips." She teaches biology and
 25 is "miserable" in her relationship with the male in her life. Fuzz is a small prey
 26 animal, but is "a little Napoleon -- consumed with unbridled ambition," who wants
 27 to challenge and overthrow the predator leader of the animals. He "has no guilt
 28 about using everyone to achieve his dream," but "goes too far and fails." Ms.

1 Bellwether, similar to Ms. Quilty, is vain and ostensibly unattractive. She is
 2 unappreciated by the dominant male in her life, Mayor Lionheart, complains and is
 3 unhappy in that relationship. And similar to Fuzz, Ms. Bellwether is a little
 4 Napoleon who is consumed with unbridled ambition. Ms. Bellwether's attempt to
 5 overthrow the mayor of Zootopia and assume leadership of Zootopia is similar to
 6 Fuzz's attempt to overthrow the leader of the Goldman Zootopia and assume
 7 leadership. Each is a small prey animal who challenges the predator leader of
 8 Zootopia and tries to take his place in the power structure; neither has qualms about
 9 using other animals to serve his or her ambition; and each goes too far and
 10 ultimately fails. In doing so, Ms. Bellwether specifically uses biology, like Ms.
 11 Quilty.

12 b. **Bogo.** Bogo, the chief of police in the Disney Zootopia, is
 13 similar visually and characteristically to Griz (also called Cody), the leader of the
 14 Goldman Zootopia. (*See* ¶ 67, *supra*.) Both are big, strong, intimidating, and
 15 "grizzled," and both see themselves as natural leaders who do not need to answer to
 16 their underlings. Both take their leadership and superiority for granted.

17 c. **Yax.** Yax in the Disney Zootopia is similar visually and
 18 characteristically to Max in the Goldman Zootopia. (*See* ¶ 69, *supra*.) Both are tall,
 19 horned, Asian herd animals with similar names. Their roles in the respective works,
 20 and even their names, are nearly identical: Yax is the proprietor of a club called
 21 "The Mystic Spring Oasis," and Max is the proprietor of a club with a similar name
 22 with the same meaning, "The Watering Hole."

23 d. **Gazelle.** Gazelle in the Disney Zootopia is similar visually and
 24 characteristically to Cha-Cha in the Goldman Zootopia. (*See* ¶ 68, *supra*.) Both are
 25 Latin female characters, in the bodies of African animals, who are ostensibly
 26 attractive and function as performers and sex symbols. They flirt with males with
 27 whom they have no intention of having an intimate relationship. Males can't help
 28 falling for them even though Cha-Cha and Gazelle are unattainable.

1 e. **Flash.** Flash, the sloth in the Disney Zootopia, is similar visually
 2 to Monty, the sloth in the Goldman Zootopia. (*See* ¶ 65, *supra*.) And both sloths
 3 serve the same function as counter-balances to the theme that one can one can
 4 change and define oneself despite his or her nature. As Nick says, “Are you saying
 5 that because he’s a sloth he can’t be fast? I thought that in Zootopia, anyone could
 6 be anything.” Both “put great store in appearances,” such as Flash spending an hour
 7 every day tying his tie.

8 f. **Gideon Grey.** Gideon Gray, the bully in the Disney Zootopia, is
 9 similar to live action character Oog in the “Looney” episode of the Goldman
 10 Zootopia. (Oog is not visually depicted in the Goldman Zootopia.) Both are big,
 11 strong, mean bullies as youths, who become kind and decent as adults. Importantly,
 12 the protagonists learn from their former bullies to overcome their own internal
 13 biases.

14 b. **The Ensemble**

15 88. The ensembles of characters in the works also are substantially similar.
 16 The ensembles represent a diverse ethnic and cultural society (*i.e.*, a “melting pot”
 17 representative of America) with a multi-tiered class and power structure constituted
 18 by animals of different species from different places with different natures, sizes,
 19 strengths, personalities, and philosophies. The ensembles include and highlight
 20 specific contrasts that underscore themes: animals that are big and small, animals
 21 from different continents and habitats, predators and prey, utopians and anti-
 22 utopians, optimists and pessimists, powerful and weak, and leaders and followers, as
 23 well as animals for comic relief and sex symbols. For example, the contrasting traits
 24 of Judy (similar to Mimi and Hugo) and Nick (similar to Roscoe and Monty)
 25 contribute to the expression of the theme of whether someone can become what he
 26 or she wants to be; the natures of the sloths express a related theme of whether one
 27 can change and improve oneself despite his or her nature; the bullies bring out the
 28 theme of whether one can overcome the biases within oneself; Bogo (similar to

1 Griz) and Ms. Bellwether (similar to Ms. Quilty and Fuzz) help express the theme of
 2 whether one can live up to utopian ideals and treat others justly as individuals based
 3 on merit not natural order.

4 89. The particular, carefully chosen matrices of characters in Esplanade's
 5 and Defendants' works, with these fundamental similarities in character traits, are
 6 further demonstrated by the visual and stylistic similarities among them. Both
 7 ensembles contain similarly designed and rendered diverse animal societies that
 8 further the expression of the works' themes and dramatic conflicts, as shown above:



23 **c. Substantial Similarity of Characters**

24 90. The individual characters and the ensemble of characters are each
 25 separately protected by copyright and, moreover, relate to and are used to express
 26 the works' similar themes, dialogue, settings, mood, plot, and sequences of events,
 27 as detailed *infra*.

1 91. Esplanade's selection, arrangement and combination of characters are
2 original and, on information and belief, unique to the works in issue. Furthermore,
3 Esplanade's selection, arrangement and combination of characters along with other
4 elements are original and, on information and belief, unique to these works.

5 92. The similarities in characters, and the ensemble, and the selection,
6 arrangement and combination of characters with other elements, are substantial.

7 93. Tables setting forth a non-exhaustive list of the similarities in character
8 traits between the aforementioned characters, instantiated in the Goldman and
9 Disney Zootopias, are attached as Exhibit 6, and their contents incorporated by
10 reference as though fully set forth at length. The citations to the Goldman Zootopia
11 are keyed to Exhibit 1; and the citations to the Disney Zootopia are keyed to the
12 Zootopia screenplay/shooting script (downloaded from Disney's Web site at
13 <http://waltdisneystudiosawards.com/screenplay/zootopia.pdf>, attached hereto as
14 Exhibit 8, and whose contents are incorporated by reference as though fully set forth
15 at length), the Zootopia Cinestory Comic copyrighted by Defendants (attached
16 hereto as Exhibit 9, and whose contents are incorporated by reference as though
17 fully set forth at length), and the Essential Guide to Zootopia copyrighted by
18 Defendants (attached as Exhibit 10, and whose contents are incorporated herein by
19 reference as though fully forth at length).

20 **C. Dialogue**

21 94. Dialogue in the Disney Zootopia, the Zootopia Merchandise, and the
22 Zootopia Marketing is substantially similar to dialogue in the Goldman Zootopia.
23 The works share key words and lines, including the most important words and lines
24 in the works.

25 95. First, the Disney Zootopia, the Zootopia Merchandise, and the Zootopia
26 Marketing use the word "Zootopia" not just as a title (see *infra*) but also in dialogue.
27 For example, the word is contained in the dialogue of the Disney Zootopia
28 approximately 26 times throughout the movie (and the word appears often in

1 visuals) and is used in merchandise and marketing. Esplanade first used the word in
 2 2000, and Esplanade is informed and believes that Defendants never used the word
 3 before the Disney Zootopia. The word “Zootopia” is particularly important in the
 4 works in issue because it is more than just a word; it relates to settings (*e.g.*, diverse
 5 species of animals from different habitats living together in one place), themes (*e.g.*,
 6 whether one in a diverse society can become what he or she wants to be), and the
 7 dynamics of the characters as well as their conflicts, development and relationships
 8 (*e.g.*, the conflict between utopian and anti-utopian characters). “Zootopia” is used
 9 as a refrain throughout Defendants’ works to repeat and echo these settings, themes,
 10 and character conflicts, and to drive plot and sequences of events.

11 96. Second, the Disney Zootopia, the Zootopia Merchandise, and the
 12 Zootopia Marketing have dialogue from their main character, expressing the utopian
 13 theme, that is virtually identical to dialogue in the Goldman Zootopia:

- 14
- 15 • *Goldman Zootopia*: “If you want to be an elephant, you can be an
- 16 elephant.”
- 17 • *Disney Zootopia*: “You want to be an elephant when you grow up, you
- 18 be an elephant.”
- 19

20 A variation of this line also is used as a refrain in Defendants’ works to echo themes
 21 and character conflicts. For example:

- 22
- 23 • *Disney Zootopia*: “[...] he loves all things elephant. Wants to be one
- 24 when he grows up.”
- 25

26 Not only is the language and structure of the dialogue strikingly similar, but of the
 27 thousands of animals in the world, the Disney Zootopia used the same animal as the
 28 Goldman Zootopia to illustrate the same theme.

1 97. Third, the Disney Zootopia, the Zootopia Merchandise, and the
2 Zootopia Marketing have a thematically related line which also is similar to
3 dialogue in the Goldman Zootopia:

- 4
- 5 • *Goldman Zootopia*: “[A]n animal can be whatever he wants to be.”
- 6 • *Disney Zootopia*: “[T]his is Zootopia, anyone can be anything.”
- 7

8 This line also is used as a refrain in Defendants’ works. For example:

- 9
- 10 • *Disney Zootopia*: “Our ancestors [...] declared that anyone can be
- 11 anything.”
- 12 • *Disney Zootopia*: “[I]n Zootopia, anyone can be anything.”
- 13

14 98. Fourth, these works include lines with similar substance, but without
15 using the identical words, to express the utopian and deterministic themes. For
16 example:

- 17
- 18 • *Goldman Zootopia (in character description)*: “He has no hope that he
- 19 can change or improve; or that anyone else can change or improve.”
- 20 • *Disney Zootopia (in lines from that character)*: “Everyone comes to
- 21 Zootopia thinking they can be anything they want. Well, you can’t.
- 22 You can only be what you are.”
- 23 • *Disney Zootopia (in lines from the same character)*: “If the world’s
- 24 only gonna see a fox as shifty and untrustworthy, there’s no point in
- 25 trying to be anything else.”
- 26

27 99. These examples of similar dialogue relate to and are used to express the
28 works’ similar themes, characters, mood, and dramatic conflicts. They even

1 generate plot and sequences of events such as the Jumbeaux's Café scene in the
2 Disney Zootopia (*see* ¶ 112 *infra*).

3 100. Esplanade's dialogue is original and, on information and belief, unique
4 to the works in issue. Furthermore, Esplanade's selection, arrangement and
5 combination of dialogue along with other elements are original and, on information
6 and belief, unique to these works.

7 101. The similarities in dialogue, and the selection, arrangement and
8 combination of dialogue with other elements, are substantial.

9 **D. Themes**

10 102. Themes of the Disney Zootopia, the Zootopia Merchandise, and the
11 Zootopia Marketing are substantially similar to themes of the Goldman Zootopia.
12 These themes include: (i) whether, in a diverse society as represented by the various
13 species of "Zootopia," one can become anything he or she wants to be; (ii) whether
14 one is solely a product of his or her nature, as manifested in the zoology of the
15 "Zootopia," or whether one can change, improve and define oneself despite his or
16 her nature; (iii) whether, in order to become what he or she want to be, one can
17 overcome not only prejudices inherent in a diverse society, again as represented by
18 "Zootopia," but also the prejudices within oneself as a member of such a society;
19 (iv) whether such a diverse society can live up to utopian ideals and treat others
20 justly as individuals not stereotypes, based on merit not natural order; (v) whether
21 the characters can strike a balance between utopian and deterministic views, nature
22 and individuality, and self-acceptance and self-improvement; (vi) whether
23 characters can achieve success while upholding moral and ethical behavior and
24 being true to their values; (vii) what makes an individual deserving of being loved;
25 (viii) whether civilization is not nearly as far removed from the primitive and natural
26 state as most assume, and is merely a thin veneer over our nature; and (ix) whether
27 modern society operates less according to law and principle than we are taught and
28

1 continues to operate according to primitive and natural behaviors more than we are
2 taught.

3 103. These themes relate to and are used to express the works' similar
4 characters, dialogue, settings, mood, plot, and sequences of events.

5 104. Esplanade's selection, arrangement and combination of themes are
6 original and, on information and belief, unique to the works in issue. Furthermore,
7 Esplanade's selection, arrangement and combination of themes along with other
8 elements are original and, on information and belief, unique to these works.

9 105. The similarities in themes, and the selection, arrangement and
10 combination of themes with other elements, are substantial.

11 **E. Settings**

12 106. Settings in the Disney Zootopia, the Zootopia Merchandise, and the
13 Zootopia Marketing are substantially similar to settings in the Goldman Zootopia.
14 In general, they are set in a motion picture cartoon world of animated animal
15 characters. Specifically, the settings of the Zootopia worlds include: (i) a modern,
16 civilized world of two-legged anthropomorphic animals; (ii) a diverse society
17 constituted by different species from different natural worlds where various species
18 mix and interact; (iii) a world referred to as "Zootopia" (the actual and metaphorical
19 city in the Disney Zootopia and the actual and metaphorical television world of the
20 Goldman Zootopia), where the different species live together, with each species
21 having its own neighborhood (*i.e.*, the districts of the Disney Zootopia and the
22 individual areas of a zoo as in the Goldman Zootopia); (iv) a present day, distinctly
23 American workaday world in which the characters go to work in the morning and
24 come home at night; (v) a society with an established class and power structure
25 based largely on the animals' characteristics such as the nature of their species; (vi)
26 human-like physical environments with modern civilized features rather than natural
27 environments such as the wild, a forest, or a jungle; (vii) clubs with similar names,
28

1 *i.e.*, the “Mystic Spring Oasis” and the “Watering Hole”; and (viii) schools where
2 animals are taught biology.

3 107. The Disney Zootopia, the Zootopia Merchandise, and the Zootopia
4 Marketing even have settings similar to settings in the “Looney” episode of the
5 Goldman Zootopia. For example, both works include (i) the protagonists’ parents’
6 homes in small towns where the protagonists grow up and return; (ii) an educational
7 institution (a college in the Goldman Zootopia and the police academy in the Disney
8 Zootopia) where the protagonists excel and which are launching pads for their
9 careers; (iii) big modern cities (with references to Los Angeles) to which they move
10 for their careers; (iv) institutional workplaces where the heroes work (the studio in
11 the Goldman Zootopia and the police department in the Disney Zootopia); (v)
12 private male-only rooms where characters are bullied as youths (a locker room
13 where the human animator is bullied and a boy scout room where Nick is bullied);
14 (vi) media venues in which the protagonists are interviewed and publicly damage
15 important work relationships (a talk show in the Goldman Zootopia and a press
16 conference in the Disney Zootopia); and (vii) “asylums” with mad Zootopian
17 characters (the imagined Zootopian characters in the mind of the human animator in
18 the Goldman Zootopia and the “savage” Zootopian characters in the Disney
19 Zootopia).

20 108. These settings relate to and are used to express the works’ similar
21 themes, characters, dialogue, mood, dramatic conflicts, and sequences of events.

22 109. Esplanade’s selection, arrangement and combination of settings are
23 original and, on information and belief, unique to the works in issue. Furthermore,
24 Esplanade’s selection, arrangement and combination of settings along with other
25 elements are original and, on information and belief, unique to these works.

26 110. The similarities in settings, and the selection, arrangement and
27 combination of settings, are substantial.

1 **F. Plot and Sequence of Events**

2 111. The plot structure and certain sequences of events in the Disney
3 Zootopia are similar to the Goldman Zootopia. Because the Goldman Zootopia
4 consists of illustrations, character descriptions, a treatment and a synopsis, plot
5 points and events in the Disney Zootopia often derive from Goldman's characters,
6 themes, and conflicts among the characters, as opposed to a script. And, because the
7 story and character of Goldman's human animator interrelates with his Zootopia
8 characters (as they are products of his imagination and are based on individuals in
9 his life, including himself), Disney's plot structure and sequences of events have
10 similarities to the stories of both Goldman's human animator and his Zootopian
11 characters.

12 112. The story of the human animator, Zeke Amory, is in the treatment for
13 the "Looney" episode of the Goldman Zootopia. Zeke is the creator of the animated
14 television show entitled "Zootopia" with characters representing aspects of his
15 personality. For that reason, his story interrelates with his Zootopian characters and
16 their stories.

17 113. Zeke's story arc is as follows: Zeke grows up with his parents in a
18 small town. As a youth, he is bullied by a big, strong, mean kid, Oog. Zeke wants
19 to be a cartoonist, but his parents try to dissuade him, suggesting that he go to law
20 school instead. He goes to college where he achieves success drawing cartoons and
21 gets the opportunity to work as an animator for a studio in Los Angeles.

22 114. Zeke creates an animated television show entitled "Zootopia." The
23 television show features the characters, themes, and settings described above. In
24 particular, the central story is that of Fuzz, who schemes and organizes others to
25 overthrow the top predator, take over Zootopia, and end the rule of those who were
26 dominant in nature. It features Hugo, who is constantly trying to improve himself
27 and others; Mimi, the outsider who rescues her friends when they get into trouble;
28 and Roscoe who pulls pranks and acts as the foil to Hugo and Mimi. These

1 characters and their actions play out the themes described above in the settings
2 described above.

3 115. At the studio, Zeke has a strong and powerful boss, the head of the
4 studio, with whom he conflicts. Zeke obsesses over his work and goes to extreme
5 lengths in pursuit of success, writing, directing, producing and doing the voices for
6 his “Zootopia.” He is dedicated to his job to the point of alienating others, but for
7 the benefit of the show. He has a female partner, Robin, who helps him with his
8 show, but their relationship also has a romantic aspect. Success goes to his head and
9 he publicly offends and angers his boss with comments made in a television
10 interview. Zeke also indicates to Robin that he does not consider her his equal.
11 Zeke takes a principled stance in defiance of his boss by refusing to do a certain
12 endorsement. His boss fires Zeke, leaving him without his dream career and
13 without finishing an important project, a Valentine’s Day television special, that is
14 symbolic of Zeke’s relationship with Robin.

15 116. Zeke then moves back to his parents’ house in the small town in which
16 he grew up and to a life he sought to escape. Dejected, he goes to an asylum where
17 he deals with a crisis of madness depicted as the out-of-control Zootopian characters
18 in his head. Zeke’s old bully, Oog, has overcome his original nature and changed
19 from being biased against people like Zeke and Robin into a good person who
20 appreciates them. Zeke learns from his former bully to overcome his own biases --
21 to wit, he exhibited a bias against “average” looking women when he left Robin for
22 a beautiful starlet, and he also exhibited a bias toward characters who are not as
23 successful as he is, like Oog. He misses his former partner, Robin, and wants to
24 resolve the problem in his relationship with her. He apologizes to Robin and
25 reconciles with her, expressing his love. Together, they complete his unfinished
26 television special and Zeke regains his lost career.

27 117. The Disney Zootopia copies elements of the Goldman Zootopia’s
28 stories about Zeke and his Zootopian characters. Although the stories are not

1 identical, they have similar plot points and sequences of events that play out similar
2 conflicts among the characters, including conflicts about whether they can become
3 what they want to be; whether they can overcome prejudices in society and within
4 themselves; whether they can improve and define themselves despite their natures;
5 whether a diverse society can live up to utopian ideals and treat others fairly as
6 individuals, based on merit not natural order; and whether they can strike a balance
7 between utopian and deterministic world views, nature and individuality, and self-
8 acceptance and self-improvement.

9 118. In particular, the Disney Zootopia derives plot and sequences of events
10 from the Zootopia world of the Goldman Zootopia. Both involve small, cute, furry
11 female animals who are outsiders to “Zootopia” (Mimi in the Goldman Zootopia
12 and Judy in the Disney Zootopia). They are actively disrespected and dismissed by
13 other animals, who are more dominant in nature, because of their species, and they
14 strive to overcome that societal prejudice. Each of them acts bravely and
15 determinedly to help others in trouble, particularly by repeatedly using her small
16 size to get in and out of places where the characters are in trouble. They develop
17 friendships with abrasive predators in Zootopia (Roscoe in the Goldman Zootopia
18 and Nick in the Disney Zootopia). The predator character also is subjected to
19 prejudice because of his species, and he reacts by scheming, pulling pranks and
20 engaging in “obnoxious behavior.” The two contrasting protagonists team up. She
21 is an enthusiastic utopian while he is a cynical deterministic, and the stories play out
22 that conflict, *e.g.*, whether one can evolve and define oneself, and become what he
23 or she wants to be. Each plot develops in the context of a scheme by a third
24 character (Fuzz in the Goldman Zootopia and Bellwether in the Disney Zootopia), a
25 small prey animal, to upend the power structure, but the scheme goes too far and
26 fails.

119. An example of a sequence of events in the Disney Zootopia that derives from the Goldman Zootopia starts with the scene in the elephant ice cream parlor, Jumbeaux's Café. Nick wants to buy an ice cream for his pretend son, Finnick, who looks like the Goldman Zootopia character, Fuzz. Finnick and Fuzz are small prey animals that defy the stereotyped image of small animals as cute and soft. (See ¶ 119, *infra*.)

Goldman Zootopia



Disney Zootopia



Nick and Finnick are teamed together in this sequence of events just like the parallel characters in the Goldman Zootopia, Roscoe and Fuzz, are described as “often teamed in episodes.”

120. Inside the ice cream parlor, an employee tries to refuse service to Nick, suggesting Nick go back to his part of town. Just as Nick is marginalized as a second-class citizen, so too is the Goldman Zootopia's Roscoe, who is discriminated against as an “outcast” from a “low-class family.”

121. The next part of the scene is based on the elephant dialogue in the Goldman Zootopia, which Nick echoes when he refers to Finnick, who is wearing an elephant costume, saying: “[H]e loves all things elephant. Wants to be one when he grows up.” Soon afterward, Judy delivers the dialogue that is virtually identical to that in the Goldman Zootopia: “[Y]ou want to be an elephant when you grow up, you be an elephant.” She also delivers another line copied from the Goldman Zootopia: “[T]his is Zootopia, anyone can be anything.”

1 122. The next event in this sequence has Nick melting the ice cream from
 2 Jumbeaux's Café to make "pawpsicles." As alleged above, Roscoe in the Goldman
 3 Zootopia is described as someone who likes to pull pranks -- especially on others he
 4 views as pretentious -- rather than work. In the Disney Zootopia, Nick pulls a prank
 5 to make money with "pawpsicles," and he gets Judy, who he views as pretentious, to
 6 pay for it.

7 123. Then, in the following scene, Nick jokes with Finnick about his role as
 8 a cute child, and Finnick responds nastily: "I'll *bite* your face off." Strikingly,
 9 Fuzz, the similar character in the Goldman Zootopia, is described as "foul tempered,
 10 *biting*" anyone who treats him as "cute."

11 124. The next scene in the sequence is Judy confronting Nick and trying to
 12 arrest him for this prank. This scene also incorporates elements from the Goldman
 13 Zootopia. First, Finnick is gone, leaving Nick alone to deal with Judy, *i.e.*, the
 14 police. In the Goldman Zootopia, "Fuzz always escapes," leaving Roscoe "holding
 15 the bag." Second, in the Goldman Zootopia, when Hugo (who is similar to Judy) is
 16 "puffed up" or "proud," Monty (who is similar to Nick) "will make a truthful
 17 remark that punctures [Hugo] like a balloon and Hugo will deflate[. . .]." In this
 18 scene in the Disney Zootopia, Judy is proud for having caught Nick, but Nick
 19 truthfully puts her down for her naiveté, the fact that she is essentially a meter maid,
 20 and that she is standing in wet cement. Judy deflates as shown by, *inter alia*, her
 21 drooping ears, which are "expressive" like Mimi's tail.

22 125. The plot structure and certain key events in the Disney Zootopia are
 23 similar to the plot structure and certain key events in the human animator's story in
 24 the Goldman Zootopia, even if the stories are different and the order of the events
 25 differ:

26 a. Both protagonists, Zeke and Judy, grow up living with their
 27 parents in small town America.

1 b. As youths, the Zeke and both protagonists in the Disney
2 Zootopia, are bullied. Zeke is bullied by a big, strong, mean kid, including by being
3 stuffed in an equipment bag in a boys locker room; Nick is bullied by big, strong,
4 mean kids who put a muzzle on him in a boy scout club room; and Judy is bullied by
5 a big, strong, mean kid who knocks her down.

6 c. Zeke and Judy express career dreams that worry their parents,
7 who try to dissuade them from pursuing their dreams and suggest more conservative
8 alternatives. Zeke wants to be an animator, but his parents suggest he become a
9 lawyer: “We told you to get a law degree, something to fall back on.” Judy wants
10 to be a police officer, but her parents are concerned about that career choice, telling
11 her “it’s gonna be difficult -- impossible even -- for you to become a police
12 officer[. . .] bunnies don’t do that,” and they suggest she become a “carrot farmer.”

13 d. Zeke and Judy go to educational institutions to advance their
14 career goals, rejecting their parents’ advice. They excel, achieve recognition for
15 their work, and earn the opportunity to pursue their careers. In particular, Zeke goes
16 to a college where he becomes a cartoonist and gets a job at a studio producing
17 “Zootopia”; Judy goes to an academy where she becomes a police officer and gets a
18 job with the Zootopia police department.

19 e. The heroes then move to the big city. Zeke moves to Los
20 Angeles; and Judy moves to Zootopia (which has streets called Tujunga and Vine,
21 two streets in Los Angeles near movie studios).

22 f. In their jobs, the heroes come up against strong and powerful
23 bosses who do not like them, conflict with them, and seek to get rid of them. Zeke
24 has the head of the studio; Judy has the police chief. Both bosses want to fire the
25 protagonists.

26 g. The heroes obsess over their work, go to extreme lengths in
27 pursuit of success, and even abuse their new power. Zeke writes, directs, produces
28 and does the voices for his Zootopia television show, acting like a “tyrant”; Judy

1 writes 200 tickets instead of just her quota of 100 as an overzealous meter maid, and
2 wildly pursues a criminal suspect through the city.

3 h. Zeke and Judy take principled stances in defiance of their bosses.
4 Zeke refuses to do an endorsement; Judy insists on taking on the case of the missing
5 Mr. Otterton. Both characters anger their bosses in doing so.

6 i. The heroes engage with partners of the opposite gender with
7 whom they conflict, but who help them achieve success. Zeke's partner is Robin;
8 Judy's partner is Nick.

9 j. Both Zeke and Judy achieve tremendous success and gain fame
10 in their jobs. Zeke's Zootopia television show is a hit and he becomes famous; Judy
11 finds the missing animals and she becomes famous.

12 k. Success goes to the heroes' heads and they publicly offend
13 people with whom they work when interviewed in the media. Zeke offends his boss
14 on a talk show; Judy offends Nick at a press conference.

15 l. The protagonists' success leads to the break-up of their
16 relationships with their partners and reverses their upward personal trajectories into
17 downward spirals. They stop being model heroes, and the audience's attitude
18 toward them changes.

19 m. A job crisis ensues, resulting in the heroes leaving their dream
20 careers, with important projects left unfinished. Zeke leaves the studio with the
21 Valentine's Day television special incomplete; Judy leaves the police force without
22 solving the cause of animals going "savage" ("We still don't know.").

23 n. Dejected, and unable to solve the problem of out-of-control
24 Zootopian characters, the heroes move back to their parents' houses in the small
25 towns to lives they sought to escape. Zeke moves back to Topeka to live with his
26 parents in his old room; Judy moves back to Bunnyburrow to live with her parents
27 on the carrot farm.

1 o. The heroes each go to an asylum to solve the problem of the out-
2 of-control Zootopian characters. Zeke goes to an “asylum” where he deals with mad
3 Zootopia characters in his head; Judy goes to an “asylum” where she deals with
4 Zootopia characters who have gone “savage.”

5 p. The heroes’ old bullies, Oog in the Goldman Zootopia and
6 Gideon Grey in the Disney Zootopia, have become changed people, overcoming
7 their original natures and evolving into good and decent adults. Specifically, they
8 have overcome their bias against the heroes. As the director of the Disney Zootopia
9 said, this is “getting away from clichés.”

10 q. The heroes run into and learn from their former bullies to
11 overcome their own internal biases. Zeke encounters and learns from the example
12 of Oog; Judy encounters and learns from the example of Gideon Grey.

13 r. The heroes miss their former partners, lament the disruption of
14 their relationships, and seek them out to reestablish their relationships -- Zeke with
15 Robin; Judy with Nick.

16 s. Zeke and Judy apologize to their partners: Zeke says he was
17 “terrible” and “made a big mistake”; Judy says she was “horrible,” and “was
18 ignorant and irresponsible and small-minded.”

19 t. The heroes reconcile with their former partners, demonstrating
20 that they have changed themselves -- Zeke with Robin; Judy with Nick.

21 u. Zeke and Judy finish their unfinished projects with the help of
22 their former partners. Zeke finishes the Valentine’s Day television special that is
23 symbolic of his relationship with Robin; Judy solves the cause of the predator
24 animals going savage that is symbolic of her relationship with Nick.

25 v. Zeke resolves the crisis of the out-of-control Zootopian
26 characters in his mind and reintegrating them back into the Zootopia television
27 show; Judy resolves the crisis of the out-of-control “savage” Zootopian characters
28 and reintegrating them back into the Zootopia society.

1 w. Each of the protagonists expresses love for his or her partner.
 2 Zeke tells Robin he loves her; when Nick says to Judy, “you know you love me,”
 3 she responds, “Do I know that. Yes. Yes, I do.” Judy’s “I do” evokes wedding
 4 vows, just as Zeke got Robin to say “I do” when dubbing the Valentine’s Day
 5 Special.

6 x. The heroes regain their lost careers and illustrate that one can
 7 evolve and become what he or she wants to be.

8 126. The plot structures and sequences of events relate to and are used to
 9 express the works’ similar themes, characters, dialogue, settings, mood, and
 10 dramatic conflicts.

11 127. Esplanade’s selection, arrangement and combination of plot structure
 12 and sequences of events are original and, on information and belief, unique to the
 13 works in issue. Furthermore, Esplanade’s selection, arrangement and combination
 14 of plot structure and sequences of events along with other elements are original and,
 15 on information and belief, unique to these works.

16 128. The similarities in plot structure and sequences of events, and the
 17 selection, arrangement and combination of plot structure and sequences of events
 18 with other elements, are substantial. Tables setting forth a non-exhaustive list of the
 19 similarities, instantiated in the Goldman and Disney Zootopias, are attached as
 20 Exhibit 7, and their contents incorporated by reference as though fully set forth at
 21 length. The citations to the Goldman Zootopia are keyed to Exhibit 1; and the
 22 citations to the Disney Zootopia are keyed to the Zootopia screenplay/shooting
 23 script (downloaded from Disney’s Web site at
 24 <http://waltdisneystudiosawards.com/screenplay/zootopia.pdf>, attached hereto as
 25 Exhibit 8, and whose contents are incorporated by reference as though fully set forth
 26 at length), the *Zootopia Cinestory Comic* copyrighted by Defendants (attached
 27 hereto as Exhibit 9, and whose contents are incorporated by reference as though
 28 fully set forth at length), and the *Essential Guide to Zootopia* copyrighted by

1 Defendants (attached as Exhibit 10, and whose contents are incorporated herein by
2 reference as though fully forth at length).

3 **G. Mood and Pace**

4 129. The moods of the works also are substantially similar. The works are
5 written for adults and children, with comic, social, and emotional aspects. The
6 moods reflect the works' themes, involving humor with an undercurrent of pathos
7 and light moments juxtaposed with dark moments. Both feature disappointment,
8 disillusionment, and sadness, but also comedy, healing, joy, and ultimate success.
9 The moods alternate as the main characters' personalities and worldviews battle,
10 taking turns suffering setbacks and later achieving vindication. Both moods are
11 uplifting when the utopian themes are expressed, and take downturns when the
12 deterministic themes are acted out. The works culminate in a mood of reconciliation
13 and hope for further improvement in the future.

14 130. Furthermore, the moods of both works relate to a specific combination
15 of genres devised in the Esplanade Zootopia and retained in the Disney Zootopia,
16 including (a) a psychodrama about madness, which is more adult in tone than
17 standard children's animated cartoons; (b) an adult toned political fable about
18 utopias; (c) a comedy of ideas, posing philosophical questions about utopian
19 societies, nature, and self-determination; and (d) a worldview which eschews
20 simple solutions, but teaches that complexity is unavoidable, perfection is
21 unattainable, and everyone is flawed but ultimately can live up to one's values.

22 131. The pace changes with the mood, sometimes exhibiting frenetic energy
23 for the exposition of comedy and uplifting themes, while other times slowing down
24 for the exposition of disappointment and disillusionment.

25 132. The mood and pace relate to and are used to express the works' similar
26 themes, characters, dialogue, settings, plot, and sequences of events.

1 133. Esplanade's selection, arrangement and combination of mood and pace
2 along with other elements are original and, on information and belief, unique to the
3 works in issue.

4 134. The similarities in mood and pace, and the selection, arrangement and
5 combination of mood and pace with other elements, are substantial.

6 **H. Title**

7 135. Titles, although not independently copyrightable, may be part of the
8 selection, arrangement and combination of elements that constitute substantial
9 similarity. The title "Zootopia" in Defendants' works is copied from the Goldman
10 Zootopia. Moreover, as alleged above, "Zootopia" is more than just a name: it
11 expresses theme, setting, and character, and it relates to plot. Esplanade is informed
12 and believes that Defendants have never used the title before in their multitude of
13 works.

14 **I. Selection, Arrangement, and Combination of Elements**

15 136. The elements of motion pictures, including the Disney Zootopia, do not
16 exist solely in isolation from each other; rather, their significance largely derives
17 from how they interrelate and combine. Artwork, characters, dialogue, themes,
18 settings, plot, sequences of events, mood, and pace contribute to the artistic
19 expression as a whole.

20 137. The elements of the Goldman Zootopia that are similar to elements of
21 the Disney Zootopia, the Disney Merchandise, and the Disney Marketing are
22 original and qualitatively important to the Goldman Zootopia. Furthermore, the
23 selection, arrangement, and combination of elements in the Goldman Zootopia,
24 including protectable and otherwise unprotectable elements, are original and
25 qualitatively important to the Goldman Zootopia. The Disney Zootopia, the Disney
26 Merchandise, and the Disney Marketing copy both individual elements and the
27 selection, arrangement, and combination of elements, from the Goldman Zootopia.
28

138. For example, as alleged above, one of the themes of the Goldman Zootopia is whether someone can become what he or she wants to be, and it is expressed in the dialogue: “If you want to be an elephant, you can be an elephant.” In the Jumbeaux’s Café scene in the Disney Zootopia, Judy, a character with artwork and character traits similar to those of Mimi and Hugo in the Goldman Zootopia, expresses the same theme in virtually identical dialogue. Thus, similar characters express the same theme in the same language. Furthermore, Judy’s foil, Nick, a character with artwork and character traits similar to Roscoe and Monty in the Goldman Zootopia, represents the deterministic view in this scene with dialogue similar to prose in the Goldman Zootopia. This scene not only combines similar artwork, characters, dialogue, and themes, but it relates to the conflict between the characters that is played out and ultimately resolved in plot and sequences of events in the Disney Zootopia. The central importance of this scene, and this selection, arrangement and combination of elements, is shown by the Disney Marketing, much of which focuses on this scene and, in particular, the common dialogue. *See* Exhibit 4 at 2.

J. The Works Are Substantially Similar in Expression and Have a Substantially Similar Concept and Feel

139. For the foregoing reasons, the works are substantially similar in expression and have a substantially similar concept and feel.

FIRST CLAIM FOR RELIEF

Copyright Infringement – 17 U.S.C. §§ 106, *et seq.*

(Direct, Contributory, and Vicarious)

(Against All Defendants)

140. Esplanade repeats and re-alleges each and every allegation contained in Paragraphs 1 through 139, above, as though fully set forth herein.

141. Esplanade is the owner of the copyright in an original work that is fixed in tangible media of expression. On February 10, 2017, Esplanade registered the

1 Character Descriptions, Character Illustrations, Synopsis, and Treatment as part of a
2 collection entitled “Zootopia”, Registration No. PAu-3-839-720, with the United
3 States Copyright Office.

4 142. Esplanade is informed and believes, and on that basis alleges, that
5 Defendants have produced, reproduced, prepared derivative works based upon,
6 distributed, publicly performed, and/or publicly displayed Esplanade’s protected
7 work and/or derivatives of Esplanade’s protected work without Esplanade’s consent.
8 Defendants’ acts violate Esplanade’s exclusive rights under the Copyright Act, 17
9 U.S.C. §§ 106 and 501, including, but not limited to, Esplanade’s exclusive rights to
10 produce, reproduce, and distribute copies of its work, to create derivative works, and
11 to publicly perform and display its work.

12 143. In particular, Defendants infringed Esplanade’s copyright in (i)
13 Esplanade’s character illustrations, (ii) Esplanade’s characters, and (iii) the
14 Goldman Zootopia as a whole, by producing, distributing, licensing, performing,
15 displaying, and creating a derivative work in the Disney Zootopia.

16 144. Defendants infringed Esplanade’s copyright in (i) Esplanade’s
17 character illustrations, (ii) Esplanade’s characters, and (iii) the Goldman Zootopia as
18 a whole, by producing, distributing, performing, displaying, and creating a
19 derivative work in the Disney Marketing.

20 145. Defendants infringed Esplanade’s copyright in (i) Esplanade’s
21 character illustrations, (ii) Esplanade’s characters, and (iii) the Goldman Zootopia as
22 a whole, by producing, distributing, performing, and displaying the Disney
23 Marketing.

24 146. Defendants’ infringements and substantial contributions to the
25 infringements of Esplanade’s copyrighted work have been committed knowingly
26 without Esplanade’s consent for commercial purposes and for Defendants’ financial
27 gain. Furthermore, Defendants failed to exercise their right and ability to supervise
28 persons within their control to prevent such persons from infringing Esplanade’s

1 copyrighted work and did so with the intent to further their financial interest in the
2 infringements of Esplanade's work. Accordingly, Defendants have directly,
3 contributorily, and vicariously infringed Esplanade's copyrighted work.

4 147. By virtue of Defendants' infringing acts, Esplanade is entitled to
5 recover Esplanade's actual damages and Defendants' profits in an amount to be
6 proved at trial, Esplanade's attorneys' fees and costs of suit, and all other relief
7 allowed under the Copyright Act.

8 148. Defendants' infringement has caused, and continues to cause,
9 irreparable harm to Esplanade, for which Esplanade has no adequate remedy at law.
10 Unless this Court restrains Defendants from infringing Esplanade's protected works,
11 this harm will continue to occur in the future. Accordingly, Esplanade is entitled to
12 preliminary and permanent injunctive relief restraining Defendants from further
13 infringement.

14 **SECOND CLAIM FOR RELIEF**

15 **Breach of Implied-In-Fact Contract**

16 **(Against All Defendants)**

17 149. Esplanade repeats and re-alleges each and every allegation contained in
18 Paragraphs 1 through 148 above, as though fully set forth herein.

19 150. Esplanade and Defendants entered into an implied-in-fact contract,
20 based on their conduct as alleged above, whereby Esplanade disclosed ideas and
21 materials for the Goldman Zootopia to Defendants for sale, *i.e.*, in consideration for
22 Defendants' obligation to pay and credit Esplanade if Defendants or any of their
23 affiliated entities used any of those ideas or materials in any motion picture,
24 television program, merchandise, marketing, or otherwise; Esplanade reasonably
25 expected to be compensated for such use of any of its concepts or materials; and
26 Defendants voluntarily accepted Esplanade's offer and disclosures, knowing the
27 conditions on which they were made, *i.e.*, that any use of any of Esplanade's
28 concepts or materials in any motion picture, television program, merchandise,

1 marketing, or otherwise, whether by Defendants or any of their affiliates, carried
2 with it an obligation to, *inter alia*, compensate and credit Esplanade for such use.

3 151. Esplanade conveyed and Defendants accepted Esplanade's concepts
4 and materials for the Goldman Zootopia with an understanding of the custom and
5 practice in the entertainment industry of providing concepts and materials to
6 producers and studios in exchange for compensation and credit if such concepts or
7 materials are used.

8 152. Defendants' conduct implied, and led Esplanade reasonably to believe,
9 that Defendants would compensate and credit Esplanade for its concepts and
10 materials for the Goldman Zootopia if Defendants or any of its affiliates used any of
11 Esplanade's concepts or materials in any motion picture, television program,
12 merchandise, marketing, or otherwise.

13 153. Esplanade has performed all conditions, covenants, and promises
14 required to be performed on its part in accordance with its implied-in-fact contract
15 with Defendants.

16 154. Defendants used Esplanade's concepts and materials in the Disney
17 Zootopia, the Zootopia Merchandise, the Zootopia Marketing, and otherwise, and
18 such concepts and materials provided substantial value to Defendants. However,
19 Defendants have not compensated or credited Esplanade for the use of such
20 concepts and materials. Accordingly, Defendants have breached, and continue to
21 breach, their implied-in-fact contract with Esplanade.

22 155. As an actual and proximate result of Defendants' material breaches of
23 the implied-in-fact contract, Esplanade has suffered, and will continue to suffer,
24 damages in an amount to be proved at trial.

25 156. Defendants' conduct has caused, and continues to cause, Esplanade
26 irreparable harm, for which Esplanade has no adequate remedy at law. Unless this
27 Court restrains Defendants from engaging in such conduct, this harm will continue
28 to occur in the future. Accordingly, Esplanade is entitled to preliminary and

1 permanent injunctive relief restraining Defendants from further breaches of the
2 implied-in-fact contract.

3 **THIRD CLAIM FOR RELIEF**

4 **Breach of Confidence**

5 **(Against All Defendants)**

6 157. Esplanade repeats and re-alleges each and every allegation contained in
7 Paragraphs 1 through 156 above, as though fully set forth herein.

8 158. Esplanade and Defendants entered into a confidential relationship,
9 based on their conduct whereby Esplanade conditioned the disclosure of confidential
10 and novel concepts and materials for the Goldman Zootopia to Defendants in
11 consideration for Defendants' obligation not to use, disclose, or divulge those
12 concepts or materials without Esplanade's permission and without payment and
13 credit to Esplanade for any use of any of those concepts or materials.

14 159. Defendants voluntarily accepted Esplanade's confidential disclosures,
15 knowing that the concepts and materials were novel and were being disclosed in
16 confidence, and that the use of any of Esplanade's novel concepts or materials in
17 any motion picture, television program, merchandise, marketing, or otherwise,
18 whether by Defendants or any of their affiliates, carried with it an obligation to,
19 *inter alia*, compensate and credit Esplanade for such use.

20 160. Esplanade conveyed and Defendants accepted Esplanade's confidential
21 and novel concepts and materials pursuant to custom and practice in the
22 entertainment industry of disclosing creative concepts and materials to producers
23 and studios in consideration for maintaining their confidentiality and not using,
24 disclosing, or divulging those concepts or materials without the other party's
25 permission and without compensating and crediting the other party if any of the
26 concepts or materials are used.

27 161. Defendants' conduct implied and led Esplanade reasonably to believe
28 that Defendants would not use, disclose, or divulge those concepts or materials

1 without Esplanade's permission and would compensate and credit Esplanade if
2 Defendants or any of their affiliates used any of Esplanade's concepts or materials
3 in any motion picture, television program, merchandise, marketing, or otherwise.

4 162. Esplanade performed all conditions, covenants, and promises required
5 to be performed on its part in accordance with its agreement with Defendants.

6 163. Defendants breached, and continue to breach, its confidence with
7 Esplanade by disclosing, divulging, and using those concepts and materials in the
8 Disney Zootopia, the Zootopia Merchandise, the Zootopia Marketing, and otherwise
9 without Esplanade's permission and without compensating or crediting Esplanade.

10 164. As an actual and proximate result of Defendants' material breaches of
11 confidence, Esplanade has suffered, and will continue to suffer, damages in an
12 amount to be proved at trial.

13 165. Defendants' breaches of confidence were despicable and were
14 committed maliciously, fraudulently, and oppressively with willful and conscious
15 disregard of Esplanade's rights and with the wrongful intent to injure Esplanade.
16 Defendants subjected Esplanade to extreme hardship, and by of way of its
17 intentional deceit, misrepresentation, and/or concealment of material facts,
18 Defendants intentionally deprived Esplanade of property or legal rights to
19 Esplanade's detriment and Defendants' financial benefit.

20 166. Defendants' breaches of confidence were especially reprehensible
21 because, Esplanade is informed and believes, Defendants' conduct was part of a
22 repeated corporate practice and not an isolated occurrence. Esplanade is informed
23 and believes, and on that basis alleges, that Defendants have substantially increased
24 their profits, and the profits of their affiliates, as a result.

25 167. Defendants' breaches of confidence have caused, and continue to
26 cause, Esplanade irreparable harm, for which Esplanade has no adequate remedy at
27 law. Unless this Court restrains Defendants from wrongfully using, disclosing, and
28 divulging Esplanade's novel and confidential concepts and materials, these injuries

1 will continue to occur in the future. Accordingly, Esplanade is entitled to
 2 preliminary and permanent injunctive relief restraining Defendants from further use,
 3 disclosure, or divulgement of Esplanade's novel and confidential concepts and
 4 materials.

5 **FOURTH CLAIM FOR RELIEF**

6 **Unfair Competition – *Cal. Bus. & Prof. Code* §§ 17200, *et seq.* and common law** 7 **(Against All Defendants)**

8 168. Esplanade repeats and re-alleges each and every allegation contained in
 9 Paragraphs 1 through 167 above, as though fully set forth herein.

10 169. Section 17200 of the *California Business and Professions Code*
 11 prohibits unfair competition, including “any unlawful, unfair or fraudulent business
 12 act or practice [...]”

13 170. By engaging in the conduct alleged above, Defendants have engaged in
 14 unlawful, unfair, and/or fraudulent business acts of unfair competition in violation
 15 of *California Business and Professions Code* sections 17200, *et seq.*, and California
 16 common law. Such conduct includes, *inter alia*, Defendants' breach of confidence
 17 and inducement of breach of confidence, Defendants' interference with Esplanade's
 18 ability to compete by diluting the value of the Goldman Zootopia and by failing to
 19 disclose Esplanade's role in conceiving of and creating the Disney Zootopia, and
 20 Defendants' misrepresentations to consumers, the entertainment industry, and others
 21 in the public that Defendants conceived of and created the Disney Zootopia without
 22 any participation or contribution by Esplanade.

23 171. As an actual and proximate result of Defendants' unfair competition,
 24 Defendants have unjustly enriched themselves by, *inter alia*, obtaining profits,
 25 depriving Esplanade of compensation to which Esplanade is rightly entitled, and
 26 taking credit for Esplanade's concepts and materials. Accordingly, Esplanade is
 27 entitled to restitution of such sums in an amount to be proved at trial.

172. As an actual and proximate result of Defendants' unfair competition, Esplanade has suffered, and will continue to suffer, substantial, immediate, and irreparable harm including, *inter alia*, the failure to receive credit for conceiving of and creating Zootopia, for which there is no adequate remedy at law. Esplanade is informed and believes, and on that basis alleges, that Defendants will continue to engage in unfair competition in violation of *California Business and Professions Code* sections 17200, *et seq.* and common law, unless enjoined or restrained by this Court. Accordingly, Esplanade is entitled to preliminary and permanent injunctive relief restraining further unfair competition.

PRAYER FOR RELIEF

WHEREFORE, Esplanade prays for judgment in its favor and against Defendants, and each of them, as follows:

A. That Defendants be adjudged to have willfully infringed Esplanade's copyright in the Goldman Zootopia in violation of 17 U.S.C. §§ 106 and 501;

B. That Defendants be preliminarily and permanently enjoined from infringing Esplanade's copyright in the Goldman Zootopia, including (i) producing, reproducing, preparing derivative works based on, distributing, performing, or displaying any work that is substantially similar to the Goldman Zootopia, (ii) reproducing, preparing derivative works based on, distributing, performing, or displaying the Disney Zootopia, (iii) producing, reproducing, preparing derivative works based on, distributing, or displaying books, toys, video games, costumes, other merchandise, and marketing materials based on the Goldman Zootopia or the Disney Zootopia, and (iv) engaging in any other action which infringes Esplanade's copyright;

C. That Defendants be preliminarily and permanently enjoined from engaging in further acts of unfair competition, breach of implied contract and breach of confidence;

1 D. That Defendants' products and materials that infringe Esplanade's
2 copyright, as well as Defendants' plates, molds, masters, tapes, film negatives, and
3 other articles by which copies of the works embodied in Esplanade's copyright may
4 be reproduced, be impounded pursuant to 17 U.S.C. § 503(a);

5 E. That Defendants' products and materials that infringe Esplanade's
6 copyright, as well as Defendants' plates, molds, masters, tapes, film negatives, and
7 other articles by which copies of the works embodied in Esplanade's copyright may
8 be reproduced, be destroyed pursuant to 17 U.S.C. § 503(b);

9 F. That Defendants be required to account to Esplanade for all profits
10 derived from their use of the Goldman Zootopia and their production, reproduction,
11 preparation of derivative works based on, distribution, performance, and display of
12 the Disney Zootopia or the Zootopia Merchandise in all media, from all sources,
13 worldwide;

14 G. That Defendants be ordered to pay to Esplanade all damages, including
15 future damages, that Esplanade has sustained, or will sustain, as a consequence of
16 the acts complained of herein, and that Esplanade be awarded any profits derived by
17 Defendants as a result of said acts, or as determined by said accounting;

18 H. That Defendants be ordered to pay to Esplanade punitive damages as a
19 result of Defendants' wanton, deliberate, malicious, and willful misconduct;

20 I. That Defendants be ordered to pay to Esplanade the full costs of this
21 action and Esplanade's reasonable attorneys' fees and expenses;

22 J. That Defendants be ordered to pay to Esplanade pre-judgment and
23 post-judgment interest on all applicable damages; and
24
25
26
27
28

1 K. That Esplanade have such other and further relief as the Court deems
2 just and proper.

3
4 DATED: August 3, 2017

QUINN EMANUEL URQUHART &
SULLIVAN, LLP

6 By /s/ Gary E. Gans

7 Gary E. Gans

8 *Attorneys for Plaintiff*

9 *Esplanade Productions, Inc.*

DEMAND FOR JURY TRIAL

Plaintiff Esplanade Productions, Inc. hereby demands trial by jury on all issues so triable, pursuant to Fed. R. Civ. P. 38(b).

DATED: August 3, 2017

QUINN EMANUEL URQUHART &
SULLIVAN, LLP

By /s/ Gary E. Gans

Gary E. Gans

Attorneys for Plaintiff

Esplanade Productions, Inc.